

Healthia Limited (the Company)

Securities Trading Policy

1. Introduction

- 1.1 The purpose of this Policy is to assist you to comply with your regulatory and statutory obligations including those under the insider trading prohibitions of the Corporations Act and to protect the reputation of the Company, its Directors and Employees.
- 1.2 Dealing in securities is prohibited at any time that you possess inside information. Insider trading prohibitions apply to everyone. Any person who possesses inside information in relation to a company must not Trade in Securities of that company, regardless of the terms of this Policy or any written clearance given under this Policy in respect of the Company Securities.
- 1.3 You should only trade in Company Securities at appropriate times and when authorised. In addition to setting out general Policy in relation to Trading in Securities, this Policy recognises that there are specific periods when Employees should not Trade in our Securities. This Policy also sets out procedures which apply to Trading in our Securities by Directors and Restricted Employees.
- 1.4 The Company adopts the broader concept of "dealing" for the purposes of this Policy. The Company considers dealing to include, without limitation, securities transactions such as transfers of beneficial ownership and trading (either directly or indirectly). Capitalised terms used in this Policy are defined in the Schedule.
- 1.5 This Policy applies to all Employees and Directors of, and all contractors and secondees to, the Company's group entities. This Policy also applies to persons over whom an Employee or KMP or Director have or are deemed to have investment control or influence.

2. Insider Trading

2.1 What you must not do

Under the Corporations Act, if a person possesses "inside information" in relation to Securities of the company or any other company, the person must not:

- (a) Trade in those Securities; or
- (b) Procure another person to Trade in those Securities; or
- (c) 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, Trade in those Securities in any way or Procure a third person to Trade in those Securities.

Importantly, given the broad definition of "Procure", a person who Trades in Securities through a trust while in possession of inside information may contravene the insider trading prohibitions and this Policy.

2.2 Understanding "inside information" and if you have it

- (a) Inside information is information that:
 - (i) is not generally available; and
 - (ii) if it were generally available, would, or would be likely to influence investors in deciding whether to buy or sell a company's securities.

- (b) You must assume that information is generally available only if it has been announced to ASX.
- (c) Where a person has inside information in relation to securities of any company, that person must not Trade in those securities, advise others or procure others to trade in the securities or pass on the inside information to any person that will use that information to trade in, or procure someone else to trade in, the securities.

2.3 A person does not need to be an "insider"

A person can possess inside information in respect of a company, even if they are not associated in any way with that company. It is irrelevant how the inside information was obtained.

2.4 Penalties

- (a) A person who Trades in Securities while they possess inside information or communicates that information in the circumstances described in paragraph 2.1(c) above may be liable for both significant civil and criminal penalties.
- (b) In addition, it is a condition of employment with the Company that all the Company's Employees adhere to the principles and standards of conduct outlined in this Policy. A breach of this Policy may lead to disciplinary action by the Company, including termination of your employment with us.

2.5 Examples of inside information

The following items are examples of information which may be inside information in relation to the Company:

- (a) a change in financial forecasts or expectations;
- (b) a proposed dividend;
- (c) changes in the Board of Directors or senior executives;
- (d) pending ASX announcements;
- (e) proposed changes in capital structure, including issues of Securities, rights issues, the redemption of Securities and capital reconstructions;
- (f) giving or receiving a notice of intention to make a takeover offer;
- (g) debt facilities and borrowings;
- (h) mergers, demergers, acquisitions and divestments;
- (i) significant changes in operations, strategy or proposed changes in the general character or nature of the business of a company or its subsidiaries;
- (j) liquidity and cash flow information;
- (k) sales figures;
- (l) major or material purchases or sales of assets;
- (m) significant new contracts or customers;
- (n) an entity proposing to buy, or a security holder proposing to sell, a substantial number of Company Securities;
- (o) industry issues that may have a material impact on the company;

- (p) significant litigation involving the company;
- (q) allegations of any breach of the law or other regulatory requirements by the company; and
- (r) decisions on significant issues affecting the company by regulatory bodies in Australia or other relevant jurisdictions (such as the Australian Securities and Investments Commission or the Australian Competition and Consumer Commission).

This is not an exhaustive list. If you have any questions about insider information and your responsibilities, please contact the Company Secretary.

3. Important restrictions on your ability to trade Company Securities – all Employees and Directors

3.1 General Principles

- (a) Employees and Directors must comply with the insider trading provisions of the Corporations Act at all times and must not Trade in Securities whilst in possession of inside information in respect of those in Securities.
- (b) Employees and Directors must not derive personal advantage from information which is not generally available and which has been obtained by reason of their connection with the Group.
- (c) Employees and Directors must not engage in short term Trading of Company Securities. In general, we consider the following to be transactions of a short term nature:
 - acquiring Securities with an intention to sell within a 6 month period, or
 - selling Securities with a view to repurchase within a 6 month period.
- (d) The purchase or creation of Hedge and/or Derivatives attached to or based on Company Securities is not allowed – Employees and Directors must not use, or allow to be used, any Derivatives or other products which operate to limit the economic risk of Company Securities that are unvested or vested but subject to disposal restrictions.
- (e) Employees and Directors are ultimately responsible for ensuring that their personal dealings in the Company Securities comply with all applicable laws and regulations.

3.2 When you can trade in Company Securities

As an Employee (other than Restricted Employees and Directors) you are only permitted to trade in a Company Security during a Staff Trading Window.

Each year the Staff Trading Windows are as follows:

- the day after the release of our full year financial results in August until 31 December
- the day after the release of our half year financial results in February until 30 June

At any time, we may vary, suspend or terminate the Staff Trading Window for a specified period in our discretion. All employees will be notified of any such changes to the Staff Trading Window.

3.3 Trading in a Company Security by the Company Employee outside the Staff Trading Window is strictly prohibited, unless it is an Excluded Dealing (see section 5.1) or exceptional circumstance (see sections 5.2 and 5.3).

3.4 If you possess inside information, you must not Trade Company Securities, regardless of whether this Policy provides that Trading may occur in a Staff Trading Window, or whether it is otherwise excluded from the operation of this Policy.

3.5 You are ultimately responsible for ensuring that your personal dealings in Company Securities comply with all applicable laws and regulations and you must satisfy yourself that the relevant dealing is appropriate and that you do not hold any inside information that would affect Company Securities. You may also be subject to additional jurisdictional specific requirements. If you are unsure about such additional requirements, consult the Company Secretary.

4. Restrictions on trading Company Securities for Restricted Employees and Directors

4.1 In addition to the requirements applying to all employees, Restricted Employees and Directors must also comply with additional specific restrictions.

You are a Restricted Employee (and those in sub-paragraphs (a) to (d) inclusive are a KMP) if you are:

- (a) the CEO if not a Director;
- (b) the Chief Financial Officer;
- (c) a Director of any of the Company's subsidiaries;
- (d) the Chief Operating Officer;
- (e) a Company Secretary;
- (f) a direct report of or executive assistant to any of the above employees;
- (g) all employees involved with preparing the Company's financial reports; or
- (h) employees within the Group nominated as Restricted Employees and their Executive Assistants (and who are notified accordingly).

4.2 If you are a Restricted Employee and you want to trade, you are prohibited from trading at any time unless you receive approval from us beforehand

Restricted Employees must seek prior written clearance before undertaking any Trading in Company Securities.

Restricted Employees complete the attached 'Clearance to Trade Request Form' and submit it to the Designated Officer. The Designated Officer may request such information as considered appropriate in the circumstances. The Designated Officer's discretion will be exercised with caution having regard to the importance of minimising both the risk, and appearance of, insider trading. Restricted Employees should be aware that the Designated Officer may at their discretion elect to not approve clearance to Trade without reason.

If clearance from the Designated Officer to Trade is sought by a Restricted Employee, that Restricted Employee may only engage in the proposed Trading if prior written clearance is given by the Designated Officer. Any clearance for the Trading will be valid for 5 business days from the date it is given.

The Company Secretary will inform the Board of the details of all Trades approved.

Clearance to Trade can be withdrawn if new information comes to light or if there is a change in circumstances.

A decision to refuse clearance is final and binding on the person seeking the clearance and if clearance to Trade is refused, the person seeking the clearance must keep that information confidential and not disclose it to anyone.

4.3 If you are a Director and you want to trade, you must notify the Notification Officer

Before undertaking any Trading in Company Securities, Directors must notify the Notification Officer being:

- (a) in respect of all Directors (other than the Chair of the Board), the Chair of the Board; and
- (b) in respect of the Chair of the Board, the CFO.

The Notification Officer may appoint a delegate to act on his or her behalf in the case of temporary absence.

A Director may Trade at any time (but subject always to the restrictions in paragraph 4.5 below) after notifying the Notification Officer of his or her intention to Trade. By notifying the Notification Officer, the Director is taken to have satisfied himself or herself that the proposed Trading is within the terms of this Securities Trading Policy. At all times, a Director remains personally responsible for their own investment decisions and assessing whether the insider trading prohibitions apply to them.

4.4 Restricted Employees and Directors must also provide details of all their Trading afterwards

Restricted Employees must provide the Company Secretary with subsequent written notification of all Trading in Company Securities within two business days and Directors immediately on confirmation of trade. Directors and Restricted Employees must provide the HINs or SRNs (as defined in the ASX Settlement Operating Rules) of their holdings.

Directors must provide sufficient details of all Trading to enable us to file a notice in accordance with the ASX Listing Rules within 5 business days of the Trade.

The Company Secretary will inform the Board of the details for all Trading notified.

4.5 Restricted Employees and Directors must not Trade in Company Securities during Prohibited Periods

Prohibited periods – Trading must not occur during these periods

- (a) outside a Staff Trading Window;
- (b) from one week prior to our annual general meeting, usually held in November, until the conclusion of the meeting; and
- (c) any additional periods imposed by the Board from time to time (for example when we are considering matters which are subject to Listing Rule 3.1A regarding disclosure).

However, even if a Prohibited Period is not operating, Directors and Restricted Employees must not Trade in our Securities at that time if they are in possession of inside information.

4.6 Restrictions on margin loans and other security interests for Restricted Employees and Directors

No Director or Restricted Employee may enter into a Margin Loan or similar funding arrangement to acquire any Company Securities, or grant lenders any rights or security directly over their Company Securities.

5. Excluded Dealings and Exceptional Circumstances

5.1 Excluded Dealings - dealings which may occur during a Prohibited Period

The following are Excluded Dealings for the purposes of this Policy. They may be effected outside any period designated as a Staff Trading Window and are not subject to pre-clearance for Employees.

However, Restricted Employees must always seek prior written clearance before Trading as set out in paragraph 4.2 above and must report details after Trading (except for the Excluded Dealings described in (b), (c) and (j) below).

Directors must always notify the relevant Notification Officer before Trading as set out in paragraph 4.3 above and must report details after Trading (except for the Excluded Dealings described in (b), (c) and (j) below).

- (a) *Transfers into or out of a superannuation fund:* Transfers of Company Securities between a superannuation fund or other saving scheme in which the Director or Employee is a beneficiary;
- (b) *Investment in a fund or scheme:* An investment in, or Trading in units of, a fund or other scheme (other than a scheme only investing in Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) *Director or Employee acting as trustee:* Where the Director or Employee is a trustee or a director of a corporate trustee, Trading in Company Securities by that trust provided the Director 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 directors or by the investment managers independently of the Director or Employee;
- (d) *the exercise of vested options:* by a Company Employee under an employee incentive scheme (but not the sale of Securities following the exercise);
- (e) *the acquisition of a Company Security pursuant to an employee share (or similar) plan:* under the terms of that plan and the relevant offer document or pursuant to the terms of a business acquisition or individual employment agreement;
- (f) *dealing under an offer or invitation made to all or most Company Security holders,* including but not limited to participation in:
 - any Company share purchase plan;
 - a rights issue; or
 - an equal access buy-back.
- (g) *conversion of a convertible Company Security:* (including exchangeable shares issued by a subsidiary to a vendor upon acquisition of a business) but not the sale of the Securities following conversion;
- (h) *public offerings:* of Company Securities to a Company Employee;
- (i) *undertakings to accept, or the acceptance of a takeover offer,* and
- (j) *certain investments:* in financial instruments or accounts where underlying investment decisions are not (and cannot be) made or influenced by you. For example, contributions into a superannuation fund (excluding SMSFs), investments in non-discretionary funds or funds of funds and cash deposit accounts.

5.2 Trading may be permitted in a Prohibited Period in Exceptional Circumstances

A specific waiver from the prohibitions on Trading in a Company Security during a Prohibited Period, may be granted in exceptional circumstances. Exceptional circumstances include where you may need to Trade in a Company Security:

- (a) by compulsion of law or regulation. For example, a court order or court enforceable undertaking to transfer or sell Company Securities; and
- (b) on account of severe financial hardship. For example, where you have a pressing/urgent financial commitment that cannot be met other than by selling Company Securities.

By their nature, not all exceptional circumstances can be specified in advance and there may be a range of other circumstances not identified in this Policy that may be deemed exceptional by the Company Secretary. As a general guide, you must satisfy the Designated Officer that you are in severe financial hardship or that the circumstances are otherwise exceptional, and that the proposed Trading is the only action available.

5.3 How to seek prior written clearance during a Prohibited Period for Exceptional Circumstances

A waiver request must be submitted to the Designated Officer (or in the case of a Director, the Company Secretary) in writing using the attached '*Request Form for waiver from compliance with the Securities Trading Policy in Exceptional Circumstances*', which contains a statutory declaration from you declaring that:

- (a) the proposed Trading is the only action available; and
- (b) you do not possess inside information affecting any Company Security.

The Company reserves the right to seek any additional information or evidence from you in relation to your specific waiver at any time during the determination process.

Requests for a specific waiver for Exceptional Circumstances are dealt with on a case-by-case basis, the granting of a specific waiver is at the Company's sole discretion, and such dealings may still be subject to the pre-clearance process. Clearance to Trade in exceptional circumstances will be provided in writing. Any prior written clearance given for Exceptional Circumstances trading will be valid for 5 business days from the date it is given.

A clearance to Trade can be withdrawn if new information comes to light or there is a change in circumstances.

Our decision to refuse clearance is final and binding on the person seeking the clearance and if clearance to Trade is refused, the person seeking the clearance must keep that information confidential and not disclose it to anyone.

6. Other matters

6.1 Cautions to consider

Under insider trading laws, a person who possesses inside information about an entity's Securities is generally prohibited from trading in those Securities and that this applies even where:

- (a) the trading occurs at a time that would otherwise be outside a Prohibited Period specified in this Policy;
- (b) the trading falls within an exclusion in this Policy; or
- (c) the person has been given clearance under the Policy to Trade (whether in exceptional circumstances or otherwise).

Clearance to Trade under this Policy is not an endorsement of the proposed Trade. The person doing the trading is individually responsible for their investment decisions and their compliance with insider trading laws.

Before a Director or Restricted Employee Trades in Securities, they should consider carefully whether they are in possession of any inside information that might preclude them from trading at that time and, if they have any doubt on that score, they should not Trade.

When Restricted Employees seek written clearance to Trade in the Companies Securities, (and for Directors prior to Trading) they must certify that they are not in possession of any inside information that might preclude them from Trading.

If a Restricted Employee comes into possession of inside information after receiving a clearance to Trade (or after providing notification the case of a Director), they must not Trade despite having received the clearance (or provided notification in the case of a Director).

6.2 Changes to Policy

If any material changes are made to this Policy, we will give the amended Policy to ASX for release to the market within 5 business days of the material change taking effect.

6.3 Adoption of Policy and annual Board review

This Policy was adopted by the Board on 17 July 2018 and takes effect from that date and replaces any previous policy in this regard. The Board will review this Policy annually. The Company Secretary will communicate any amendments to employees as appropriate.

6.4 Record keeping

The Board will ensure that records capturing the details of all applications by Directors and Employees for clearance under this Policy and the decisions made in relation to those applications.

Schedule 1 - Definitions

For the purposes of this Policy:

ASX means ASX Limited ABN 98 008 624 691 or the financial market it operates (as the context requires);

ASX Listing Rules means the listing rules of ASX;

Board means the board of directors of the Company;

CEO means the Chief Executive Officer of the Company;

Chair means the chair of the Board from time to time;

Company means Healthia Limited.

Company group or **our group** means the Company and its controlled entities.

Company Securities or **our Securities** means Company shares and other Securities issued by the Company.

Corporations Act means the Corporations Act 2001 (Cth);

Deal in Securities means to apply for, acquire or dispose of Securities, or enter into an agreement to do any of those things, and **Dealing** has a corresponding meaning;

Derivative has the meaning in section 761D of the Corporations Act and includes options, forward contracts, futures, warrants, swaps, cash settled swaps, caps and collars;

Designated Officer means:

- (a) in respect of a Restricted Employee (other than the Company Secretary), the Company Secretary; and
- (b) in respect of the Company Secretary, the CEO;

or such other person appointed by the Board as a Designated Officer for the purposes of this Policy;

Directors means directors of the Company;

Employee means:

- any full-time or part-time person employed by the Company regardless of seniority or geographical location;
- temporary employees, contractors, or secondees working at the Company for three months or more;
- and any other person determined by the Company Secretary to be an Employee for the purposes of this Policy.

KMP, Key Management Personnel includes the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer of the Company.

LVR means the Loan to Value Ratio as determined under the terms of a Margin Loan.

Margin Loan means a loan facility pursuant to which the borrower acquires Securities and over which the lender takes security, entitling the lender, if the LVR exceeds a ratio,

percentage or level (however described) that is determined under the terms of the facility, to take action or require the borrower to take action to reduce the LVR.

to **Procure** another person to Deal in Securities includes inciting, inducing or encouraging a person to Trade or not Trade in Securities.

Prohibited Period includes any period outside the Staff Trading Windows, and any other specific periods where the Company's Employee are prohibited from Trading in Company Securities as determined by the Company from time to time.

Restricted Employee has the meaning given in paragraph 4 of this Policy.

Securities includes shares, options, rights, debentures (including convertible notes), interests in a managed investment scheme (including an option over an unissued unit or other interest in the scheme, and a renounceable or unrenounceable right to subscribe for a unit or other interest in the scheme), Derivatives, options over an unissued share in, or debenture of, the Company, a renounceable or unrenounceable right to subscribe for a share in, or debenture of, the company, and other financial products covered by s1042A of the Corporations Act.

Staff Trading Window means the periods as set out in 3.2.

Trade means to Deal in Securities or Procure another person to Deal in Securities, and **Trading** has a corresponding meaning.

We and **our** refers to the Company and its controlled entities.