

# Securities Dealing Policy

The purpose of this document is to provide employees and Directors of Hazer Group Limited (Hazer or the Company) with details of policies and procedures governing trading of Securities.

## 1. Introduction

This policy applies to Hazer Group Limited and all of its subsidiaries (Hazer Group).

This policy imposes certain restrictions on dealing in Hazer Group securities. It is intended to prevent breach of the Corporations Act prohibition on insider trading and to maintain market confidence in the integrity of dealings in Hazer Group's securities.

## 2. Scope

This policy applies to Hazer Group key management personnel including directors, alternate directors officers, senior executives and their closely related parties; and employees (and in certain circumstances, consultants and contractors) of Hazer Group.

References to securities in this policy includes Hazer Group shares, any other securities which may be issued by Hazer Group from time to time (such as options) and financial products issued or created by third parties in relation to Hazer Group securities (including derivatives and products which limit the economic risk of holding securities in Hazer Group).

Dealing in relation to securities is intended to be interpreted broadly. It includes acquiring or disposing of securities (or entering into an agreement to do so) or granting, accepting, acquiring, disposing of, exercising or discharging an option or a right or obligation to acquire or dispose of securities.

Closely related parties includes spouse, children, family companies and family trusts.

## 3. Insider trading prohibition

The Corporations Act prohibits dealing, or procuring other persons to deal, in securities of a company if you:

- possess inside information about the company; and
- know, or ought reasonably to know, that the information is inside information.

### 3.1. Inside information

Inside information is information about a company that is not generally available and that, if it were to be made generally available, would reasonably be expected to have a material effect on the price or value of securities issued by the company.

Information is generally available if:

- it consists of readily observable matter; or
- It has been publicly disclosed by an announcement to ASX and a reasonable period for its dissemination among investors has elapsed; or
- it consists of deductions, conclusions or inferences made or drawn from other generally available information.

Hazer Group has legal obligations to immediately disclose to ASX all information which would reasonably be expected to have a material effect on the price or value of Hazer Group securities. However, there are circumstances where information of this kind is not required to be disclosed (for example, where it relates to an incomplete proposal).

Inside information about Hazer Group could include, for example:

- information relating to the development and commercialisation of Hazer's technology and intellectual property;
- information relating to key contracts with customers and suppliers;
- information relating to Hazer Group's financial results or forecast results;
- a possible sale or acquisition, or disposal, of material assets;
- a possible change in capital structure (for example, a new issue of shares);
- board or senior management changes;
- an event which could have a material impact (either positively or negatively) on the commercialisation of Hazer's technology and intellectual property or profits;
- a proposed change in the nature of the business;
- a proposed takeover or merger involving Hazer Group;
- a proposed notification to ASX of a substantial shareholding in Hazer Group;
- any possible material claim against Hazer Group or other unexpected liability.

It does not matter how or where you acquire the inside information, whether in the course of your work for Hazer Group or outside of this.

In addition, if you possess inside information in relation to another company that Hazer Group transacts with, or is reasonably likely to transact with, you must not deal in the securities of that company.

### **3.2. Dealing in securities**

Broadly, if you are in possession of any inside information about Hazer Group, you must not:

- acquire or dispose of Hazer Group securities (or enter into an agreement to do so) (even if you have received a clearance to trade in Hazer Group securities from Hazer Group);
- advise or procure another person to acquire or dispose of Hazer Group securities; or
- pass on inside information to someone else, knowing that the other person may use that information to acquire or dispose of, or procure someone else to acquire or dispose of, Hazer Group securities.

### **3.3. Consequences of breaching the insider trading prohibition**

Insider trading is a criminal offence and may attract substantial fines or imprisonment. Civil penalties may also apply, including the payment of compensation to any person who has suffered loss or damage because of insider trading.

This policy does not contain an exhaustive analysis of the restrictions imposed on, and the serious ramifications of, insider trading. If you would like further information in relation to insider trading, you are encouraged to contact the Company Secretary.

## 4. Closed periods

In addition to the prohibition on dealing in Hazer Group securities while in possession of inside information about Hazer Group, subject to the following, you are also not permitted to deal in Hazer Group securities during the following periods (Closed Periods):

- the period commencing 2 weeks prior to the conclusion of 2 business days after the day on which Hazer Group's half year results are announced to ASX;
- the period commencing 2 weeks prior to the conclusion of 2 business days after the day on which Hazer Group's annual results are announced to ASX;
- the period commencing 5 business days prior to the release of Hazer Group's Quarterly Report to the ASX until the conclusion of 2 business days after its release to the ASX; and
- any other period determined by the Board or the Managing Director (such as prior to the announcement to ASX of a significant matter or event).

The Board also has an absolute discretion to vary any Closed Period before or during the relevant period, and to prohibit dealings in Hazer Group securities at any time, by notice in writing (including by email) to you.

Dealing in Hazer Group securities during Closed Periods is permitted in the circumstances set out in Sections 5 and 6 below.

## 5. Dealings excluded from this Policy

The following dealings are excluded from the operation of this policy, but remain subject to the insider trading prohibition (that is, you should not undertake these dealings if you are in possession of inside information):

- trading in a managed securities portfolio (other than a portfolio that only invests in Hazer Group securities) where the person is not in a position to influence choices in that portfolio;
- where the dealing results from a dividend reinvestment plan where the person has given ongoing instructions to reinvest dividends;
- where the dealing is as a result of subscription for securities the subject of a current prospectus or other form of disclosure document Hazer Group has on issue;
- where the dealing is a transfer of Hazer Group securities already held in a person's own name in a superannuation fund to which the person is a beneficiary;
- undertakings to accept, or the acceptance of, a takeover offer;
- dealings under an offer or invitation made to all or most of the security holders (such as a rights issue, share purchase plan, dividend or distribution reinvestment plan or equal access buyback) where 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;
- 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 Closed Period;
- allowing entitlements to lapse under a rights issue or other offer (including an offer of securities in lieu of a cash dividend);

- the cancellation or surrender of an option under an employee share scheme;
- the purchase or disposal of securities or communication of information required by law, for example:
  - by a court order, or
  - court enforceable undertaking or some other overriding legal or regulatory requirement;
- transfers of securities by an independent trustee of an employee share scheme to a beneficiary; and
- a dealing in Hazer Group securities where the beneficial ownership of the securities does not change.

Options in the Company may be exercised at any time in accordance with their terms of issue (including during a Closed Period) subject to the insider trading prohibition. Any subsequent sale of such securities will be subject to the terms of this policy.

## **6. Exceptional circumstances and clearance procedures**

Provided you are not in possession of inside information, you may be given clearance to dispose of (but not to acquire) Hazer Group securities during a Closed Period if:

- there are exceptional circumstances, for example:
  - the disposal of Hazer Group securities is necessary to alleviate severe personal hardship;
  - you have entered into a binding commitment prior to a Closed Period where it was not reasonably foreseeable at the time the commitment was made that a Closed Period was likely; or
  - other circumstances not identified in this policy that are deemed exceptional by the Chairman (or the Managing Director where the Chairman is involved); and
- the proposed disposal is the only reasonable course of action available.

You must apply in writing to the Company Secretary if you want a clearance to deal in Hazer Group securities in a Closed Period (or to the Managing Director if the Company Secretary is involved). The application must be accompanied by evidence of the exceptional circumstances and that a disposal is the only reasonable course of action available.

The Chairman (or the Managing Director where the Chairman is involved) will determine whether the circumstances are exceptional for this purpose and the proposed dealing may only take place where the Chairman (or, if applicable, Managing Director), has given prior written approval for the dealing.

The clearance must be provided in writing (including by email) and must be for a fixed period being not more than 2 business days.

The Company Secretary must maintain a written record of all applications for clearance to sell Hazer Group securities during a Closed Period, and decisions made on such applications.

## **7. Requirements before dealing – KMP and others**

### **7.1. Key Management Personnel**

Key Management Personnel (KMP) are those persons having authority and responsibility for planning, directing and controlling the major activities of Hazer Group (including the directors, and other Senior Executives identified in the annual report as KMP).

Prior to any proposed dealing by KMP (or their closely related parties) in Hazer Group securities (other than a dealing set out in Section 5 above), whether or not in a Closed Period, written clearance for the dealing must be obtained from:

- in the case of KMP other than directors, the Managing Director or Chairman;
- in the case of directors other than the Chairman, the Chairman; and
- in the case of the Chairman, two other directors.

When seeking consent, the KMP must confirm to the satisfaction of the relevant person(s):

- the details of the proposed dealing (for example, the number and type of securities, the name of the person that will be dealing and the nature of the proposed dealing);
- they are not in possession of any inside information;
- the dealing will not occur during a Closed Period (or there are exceptional circumstances which justify the dealing); and
- they are not hedging the risk of any fluctuation in value of any unvested entitlement in Hazer Group securities.

The Chairman, Managing Director or Company Secretary may seek external legal advice prior to granting any clearance.

Details of the dealing must be advised in writing to the Company Secretary within 2 business days after the dealing, together with, in the case of dealings by directors, sufficient information to enable the Company Secretary to submit an Appendix 3Y to ASX on behalf of the director to fulfil the Company's and the director's obligation to ASX.

Clearance is intended as a compliance monitoring function only and is not an endorsement of the proposed dealing. KMP remain responsible for their own decisions and compliance with the law.

The Company Secretary must maintain a written record of all applications KMP (including on behalf of their closely related parties) for clearance to deal in Hazer Group securities, and decisions made on such applications.

## **7.2. Other employees**

If you are not KMP, you may deal in Hazer Group securities at any time provided you are not in possession of inside information and the dealing does not occur during a Closed Period. The Board or Managing Director may designate from time to time, individual or certain groups of employees to whom Section 7.1 above applies (for example, if a particular group of employees are working on a market-sensitive project).

If you deal in Hazer Group securities at any time, details of the dealing must be advised in writing to the Managing Director or Company Secretary prior to the dealing and within 2 business days after the dealing has occurred.

If you have any concerns that an intended dealing in Hazer Group securities might be in breach of the insider trading prohibition or this policy, you are encouraged to consult with the Company Secretary before dealing in those securities.

## **8. Clearance under Section 6 and Section 7 - general matters**

Any clearance given will be valid for a period of up to 5 business days after that clearance is given, as determined by the person giving the clearance.

Even if you are given clearance to deal in Hazer Group securities under Section 6 or Section 7, if you come into possession of inside information about Hazer Group after receiving a clearance, you must not deal in Hazer Group securities despite having received that clearance.

Hazer Group:

- has full discretion to give or refuse any clearance to deal in Hazer Group securities, without giving any reasons; and
- can withdraw a clearance to deal in Hazer Group securities if it receives new information, or there is a change in circumstances.

If you seek clearance to deal in Hazer Group securities, and Hazer Group decides to refuse to give clearance:

- Hazer Group's decision is final and binding on you; and
- you must keep that information confidential and not disclose it to anyone.

## **9. Other regulated conduct**

### **9.1. Short term dealing and short selling**

You are encouraged to be a long term holder of Hazer Group securities. Short term or speculative dealing in, or short selling, Hazer Group securities is not encouraged.

### **9.2. Derivatives and hedging**

If you participate in a Hazer Group equity based incentive plan (for example, a share or option plan), you must not enter into any transaction (eg a derivative) which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement (i.e. an entitlement that is subject to time and/or performance hurdles) in Hazer Group securities.

### **9.3. Margin loans**

You are not permitted to enter into a margin loan or other financing arrangement where there is a risk that Hazer Group securities will be traded pursuant to the terms of the margin loan or financing arrangement (together a Margin Loan), unless you have obtained prior written consent of the Chairman to enter into the Margin Loan and disclose to the Chairman the following information regarding the Margin Loan (Loan Information):

- key terms;
- number of Hazer Group securities involved;
- the trigger points;
- the right of the lender to sell the securities unilaterally; and
- any other material details.

If you are the Chairman and you intend to enter into a Margin Loan, you must obtain the prior written consent of two of the other directors or the Board to enter into the Margin Loan and disclose to those directors or the Board (as applicable) the Loan Information.

### **9.4 Closely related parties**

You must take reasonable steps to prohibit any of your closely related parties from engaging in any activity that would breach this policy.

You must immediately inform the Company Secretary if you become aware of any of your closely related parties engaging in conducts which breaches, or may breach, this policy.

## **10. Breach of policy**

Strict compliance with this policy is mandatory. Breaches will be taken seriously and may be subject to disciplinary action, up to and including termination of a person's employment or appointment.

Contravention of the insider trading prohibition in the Corporations Act is a serious matter which may result in criminal and/or civil liability.

If you do not understand any aspect of this policy or how it applies to you, you are encouraged to discuss the matter with the Company Secretary before dealing in any securities.

## **11. Policy reviews**

This policy may be reviewed by the Board from time to time and any proposed amendments approved by the Board.

Material changes to this policy will be advised to ASX in accordance with ASX Listing Rule 12.10.