

## **Contango Asset Management Limited ACN 080 277 998 (formerly Tyrian Diagnostics Limited) (Company)**

### **Securities Trading Policy**

#### **1. Introduction**

This guidance note sets out the policy of Contango Asset Management Limited ACN 080 277 998 (formerly 'Tyrian Diagnostics Limited') (the **Company**) on the sale and purchase of securities in the Company by its directors and employees.

Directors and employees are encouraged to be long-term holders of the Company's shares. However, it is important that care is taken in the timing of any acquisition or disposal of securities in the Company.

The purpose of the note in section 2 is to assist directors and employees to avoid conduct known as 'insider trading' and to outline the Company's policy in relation to Dealing in the Company's securities. In some respects, the Company's policy extends beyond the strict requirements of the *Corporations Act 2001* (Cth) (the **Corporations Act**).

Defined terms have the meaning ascribed to them in Section 5.

#### **2. What is insider trading?**

##### **2.1 Prohibition**

In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of a company's securities (ie, information that is 'price sensitive'); and
- (b) that person:
  - (i) buys or sells securities in the company (which includes shares, options and warrants);
  - (ii) procures someone else to buy or sell securities in the company; or
  - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the company.

Information is generally available where the information is:

- » readily observable; or
- » made known in a manner that would, or would be likely to, bring it to the attention of people who commonly invest in the Company's securities or securities of a kind similar to the Company's securities, and a reasonable period has elapsed to allow the information to be disseminated; or
- » able to be deduced, concluded or inferred from those types of the information.

## **2.2 Penalties**

Insider trading is a criminal offence.

The criminal penalties for a breach of the insider trading prohibition include:

- » for an individual – a fine of up to \$220,000 and a jail term of up to 5 years; and
- » for a corporation – a fine of up to \$1,100,000.

In addition, the insider trader, and any other persons involved in the contravention, may also be liable to compensate third parties for any resulting loss.

## **2.3 Examples of price sensitive information**

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if it has not already been disclosed to the market and if it were made available to the market, may be likely to affect materially the price of the Company's securities:

- » the Company considering a major acquisition or disposal of assets;
- » the threat of major litigation against the Company;
- » the Company's financial results materially exceeding (or falling short of) the market's expectations;
- » a significant new development proposal;
- » the likely granting (or loss) of a major contract;
- » a proposed dividend or change in dividend policy;
- » a proposed new share issue;
- » a significant change in senior management.

## **2.4 Dealing through third parties**

A director or employee of the Company can still be guilty of insider trading in relation to the Company's securities even though they are not the actual person who bought or sold the securities. The prohibition extends to:

- » dealings by directors and employees through nominees, agents or other associates, such as family members, family trusts and family companies; and
- » directors and employees procuring third parties to deal in the Company's securities, which includes inducing or encouraging those third parties to deal.

## **2.5 Information however obtained**

It does not matter how or where the person obtains the information - it does not have to be obtained from the Company to constitute inside information.

# **3. Policy for trading in the Company's securities**

## **3.1 General rule**

This Policy applies to all Employees of the Company and the Group. Directors and Employees of the Group should not buy or sell Securities in the Company when they are in possession of price sensitive information relating to the Company which is not generally available to the market.

## **3.2 No short-term trading in the Company's securities**

It is also contrary to Company policy for directors and Employees to be engaged in short-term trading of the Company's securities.

## **3.3 Permitted Securities Dealing Policy**

- (a) Subject at all times to not being in possession of price sensitive information which is not generally available to the market, directors and Employees may Deal in the Company's Securities:
  - (i) during a Prohibited Period only if Exceptional Circumstances exist, and after first obtaining written consent of the Designated Officer; or
  - (ii) at any other time, after obtaining the written consent of the Designated Officer.
- (b) Directors and Employees must give notice in writing (including by email) of any proposed Dealing in Company's securities to the Company Secretary who will then seek consent from the appropriate Designated Officer. The Designated Officer, in the case of dealings by the Chairman shall be the Chairman of the Audit & Risk Committee (or where he or she is unavailable or absent, a Director of Company nominated by him or her), in the case of Directors and Senior Executives shall be the Chairman, and in the case of Employees shall be the Company Secretary or Managing Director.

- (c) Consent will not be given under Clause 3.3 if there is any possibility that this Policy could be breached. No reason will be given for the grant or refusal of consent to Deal in Securities. If consent is given, the buying or selling of the relevant securities must be completed within fifteen (15) business days.
- (d) Where the Designated Officer is in any doubt as to what constitutes Exceptional Circumstances, consideration should be given to the purpose of the ASX Listing Rules and guidance notes and the discretion should be exercised with caution.
- (e) A requestor for permission to Deal due to Exceptional Circumstances should be made by written notice to the Company Secretary outlining:
  - (i) the name of the Employee;
  - (ii) details of the Exceptional Circumstances and the reasons for requesting permission to Deal;
  - (iii) the type of proposed transaction (purchase, sale, etc.); and
  - (iv) the number and type of Securities involved.

### **3.4 Dealings where consent not required**

Any securities trading set out in Annexure “A” of this Policy are permitted at any time unless undertaking the trading breaches the insider trading prohibitions in the Corporations Act. No consent needs to be sought and notification is not required of these types of Dealings (subject to the disclosure requirements for Directors set out in Section 4).

### **3.5 Prohibited Periods**

The Chairman may, at any time, through written notification to directors and employees impose an additional period for which directors and employees (or a specific group) are prohibited from Dealing in Securities while Company is considering matters subject to Listing Rule 3.1A. This additional period may be temporary or permanent. Nothing in this clause

3.5 prohibits directors or employees from applying for written consent to sell or dispose of Securities due to Exceptional Circumstances as provided in clause 3.3.

### **3.6 Participation in Employee Share Plans**

The insider trading prohibition does not apply to:

- (a) applications for; and
- (b) acquisitions under those applications of,

the Company’s securities by Employees of the Company or any of its related bodies corporate made under employee share and option plans.

This means that directors and Employees, where invited to do so, may acquire the Company's securities (including the exercise of options to subscribe for shares in the Company) under any of the Company's employee share and option plans.

However, the Prohibited Period will apply to any subsequent Dealing by those directors or Employees in the Company's securities acquired under those employee share or option plans.

### **3.7 Derivatives**

This Securities Trading Policy also applies to Derivatives. This means that directors and Employees are prohibited from Dealing in Derivatives during Prohibited Periods.

### **3.8 Escrow**

Any Employee who holds Securities subject to binding restrictions on transfer (either as ASX restricted securities or through voluntary escrow arrangements or subject to holding locks in accordance with the terms of any employee share incentive plans) must comply with the terms of any applicable escrow arrangements and will be unable to trade in Securities during that time. Once the escrow arrangements have ended, the Employee is not free to Deal in their Securities unless permitted by this Policy.

## **4. ASX notification by directors**

The ASX Listing Rules require the Company to notify the ASX of any Dealings by Directors within 5 business days of such Dealings taking place. Directors have agreed with the Company to provide notice of such dealings to the Company as soon as possible after such dealing to enable the Company to comply with its obligations under the Listing Rules. A notice given by the Company to the ASX under the ASX Listing Rules satisfies the director's obligation to notify the ASX under the Corporations Act.

**Date Adopted by the Board: 23 December 2010**

**Date revised: 17 August 2016**

## 5. Definitions

**ASX** means the Australian Securities Exchange Limited.

**Closed Period** means the period from 30 June until the beginning of the next trading day after the announcement of Company's full year results and the period from 31 December until the beginning of the next trading day after the announcement of Company's half year results.

**Company** means Contango Asset Management Limited ACN 080 277 998 (formerly 'Tyrian Diagnostics Limited').

**Designated Officer** means the persons identified in clause 3.3(b).

**Deal or Dealing** means either directly or indirectly acquiring or disposing of Securities or entering into an agreement to buy or sell Securities or exercising options, rights or awards to acquire Securities.

**Derivatives** means any financial products issued or created over or in respect of the Company's Securities.

**Director** means a director of the Company.

**Employee** means a person who is an employee, officer or director of the Company or the Group and includes the Senior Executives.

**Exceptional Circumstances** means where:

- (a) the Employee is suffering severe financial hardship where he or she has a pressing financial commitment that cannot be reasonably satisfied other than by selling the Securities; or
- (b) there are other exceptional circumstances for which the sale of the Securities is the only reasonable course of action available, for example to comply with a court order or a bona fide family dispute.

**Group** means the Company and its controlled entities.

**Prohibited Period** means any Closed Period and any additional period when the Company's Employees are prohibited from trading under clause 3.5 of this Policy.

**Relevant Interests** of an individual in securities means interests of that individual as a result of:

- (a) being the holder of the securities;
- (b) having the power to exercise, or control the exercise of, a right to vote attached to the securities; or
- (c) having the power to dispose of, or control the exercise of a power to dispose of the securities.

**Security** means a security as defined by the Listing Rules.

**Senior Executives** means:

- (a) the Managing Director and Chief Financial Officer;
- (b) all direct reports to the Managing Director;
- (c) any other person who is one of the Group's key management personnel (as defined in *AASB 124 Related Party Disclosures*), including those persons identified as key management personnel in the Company's most recent Annual Report; and
- (d) any other Employee who has been notified that the Board designates them as a Senior Executive for the purposes of this Policy.

## Annexure A – Permitted Trades

The following types of trades are permitted at any time under the Policy (see clause 3.3) unless it would breach the insider trading prohibitions contained in the Corporations Act:

- (a) transfers of securities already held into a superannuation fund or other saving scheme in which the director or employee is a beneficiary;
- (b) investments in, or trading in units of, a fund or other scheme (other than a scheme only investing in securities) where the assets of the fund or other scheme are invested at the discretion of an independent third party;
- (c) where a director or employee is a trustee, trading in 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 of the trust or by the investment managers independently of the director 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 and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Company 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) disposals of securities that are the result of a secured lender exercising their rights; for example, under a margin lending arrangement; and
- (g) dealings under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where:
  - (i) the director or employee did not enter into the plan or amend the plan during a Prohibited Period;
  - (ii) the trading plan does not permit the director or employee to exercise any influence or discretion over how, when, or whether to undertake dealings; and
  - (iii) this Policy does not allow for the cancellation of a trading plan during a Prohibited Period other than in Exceptional Circumstances.