

# INSIDER TRADING POLICY

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Last revised May 2020

Insider trading policy and policy relating to the trading of Seeka Limited ("Seeka") financial products by Directors and officers, senior managers and employees.

### **Who is covered by this Policy**

This policy applies to all Directors, officers, senior managers and employees of Seeka and its subsidiaries ("Team Members") who intend to trade in Seeka Shares (defined below). This policy also provides additional trading rules and permissions for certain Restricted Persons (defined below) in the Schedule.

### **Purpose of this Policy**

This document details Seeka's policy and rules for dealing in the following financial products ("Seeka Shares"):

- ordinary shares in Seeka quoted on the NZX Main Board; and
- any other financial products of Seeka or its subsidiaries that might be traded on the NZX or any other market, including and not restricted to any quoted derivatives (including futures contracts quoted on an authorised futures exchange) in respect of Seeka's financial products, from time to time.

The requirements imposed by the policy are separate from, and in addition to, the legal prohibitions on insider trading in New Zealand.

If you do not understand any part of this policy, or how it applies to you, you should raise the matter with Seeka's Chief Financial Officer or in the case of a Director the Chair, before dealing with or trading Seeka Shares.

You will be liable for any breaches and related sanctions imposed by any regulatory body and a breach of this Policy may terminate your relationship with Seeka.

If you have any Inside Information (defined below), you must not, and it is an offence if you:

- deal in or trade Seeka Shares;
- procure, advise or encourage another person to deal in, trade or hold Seeka Shares;
- procure, advise or encourage a person to procure, advise or encourage another person to deal in, trade or hold Seeka Shares; or
- directly or indirectly disclose, communicate, or pass on the Inside Information to anyone else – including colleagues, family, friends, nominees, partners, and trusts or companies you control – knowing, or where you ought reasonably to know, that the other person will or is likely to use that information to deal in, trade or procure, advise or encourage someone else to deal in, trade, or hold, Seeka Shares.

This offence, called "insider trading", can subject you to:

- criminal liability including, for an individual, a fine of up to \$500,000, imprisonment for up to 5 years, or both or a fine of up to \$2,500,000 in any other case; or
- a civil penalty or civil liability, which may include being sued by another party or Seeka, for any loss suffered as a result of such offence.

## External audit

Consider, in consultation with management, and the External Auditor:

- The audit scope and plans of Internal Audit and the statutory audit.
- The audit program to ensure that the audit effort is co-ordinated to ensure completeness of coverage and efficient and effective use of all audit resources.
- The adequacy of Seeka's internal controls including computerised information system controls and security.
- Any related significant findings and recommendations of the External Auditor and Internal Audit together with management's responses.
- Provide an open avenue of communication between the External Auditors and the Board of Directors

This policy restricts dealing in Seeka Shares. It does not replace your legal obligations. You should be aware that insider trading laws relate to a broad range of shares and securities including interests in managed investment schemes, superannuation products, and other financial products which are able to be traded on a financial market, including those offered by issuers other than Seeka. If you have Inside Information concerning financial products (including the financial products described in this policy) insider trading laws will apply to your conduct in relation to those financial products. You should satisfy yourself of compliance with insider trading laws before making any decisions in relation to those financial products.

The prohibitions on insider trading apply regardless of how you learn of the Inside Information, and regardless of why you are trading. You should note that, even if you cease to be a Team Member the insider trading prohibitions will still apply to you if you remain in possession of Inside Information.

## Insider trading laws

### What is "dealing" in Seeka Shares?

"Dealing" includes applying for, acquiring or disposing of Seeka Shares or agreeing to do so, whether as principal or agent.

### What is "trading" in Seeka Shares?

"Trading" means acquire or dispose of, but does not include acquire, or dispose of, by inheritance or gift.

This policy applies to any dealing or trading which you are involved in, whether or not the Seeka Shares are held or received in your own name or that of your spouse, children, other relatives, associates, trusts of which you are a trustee or companies which you control. If you deal, trade, advise or encourage then you are captured by this policy.

### What is "Inside Information"?

"Inside Information" is information that:

- is "Material Information" (defined below) and is not "generally available to the market" (defined below); or
- you know or ought reasonably to know is Material Information and know or ought reasonably to know is not generally available to the market.

“Material Information” is information that:

- a reasonable person would expect, if it were generally available to the market, to have a material effect on the price of quoted shares and financial products of the listed issuer (e.g. Seeka Shares); and
- relates to particular shares and financial products (e.g. Seeka Shares), a particular listed issuer (e.g. Seeka), or particular listed issuers, rather than to financial products generally or listed issuers generally.

Information is “generally available to the market” if:

- it is information that has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in relevant financial products (e.g. shares); and
- since it was made known, a reasonable period for it to be disseminated among those persons has expired (for example information that has been released as an NZX announcement); or
- it is likely that persons who commonly invest in relevant financial products (e.g. shares) can readily obtain the information (whether by observation, use of expertise, purchase from other persons, or any other means); or
- it is information that consists of deductions, conclusions, or inferences made or drawn from either or both of the kinds of information referred to in the two bullet points above.

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 in passing in the corridor, or in a lift, or at a social function).

Information includes rumours, matters of supposition, intentions or likely intentions of a person (including Seeka or its subsidiaries), and information which is insufficiently definite to warrant disclosure to the public. False information can be inside information.

### **What are some examples of Material/Inside Information?**

The following list is illustrative only and by no means exhaustive. Material/Inside Information could include information concerning:

- an acquisition being negotiated, or a sale of a major asset or investment;
- a settlement or potential settlement of a dispute or claim;
- an upcoming capital event including capital raising;
- the financial performance of Seeka including a forecast;
- a change in the strategic direction of Seeka;
- the introduction of an important new product or service;
- a possible acquisition or sale of any assets, business or company by Seeka;
- entry into or the likely entry into or termination or likely termination of material contracts or other business arrangements which are not publicly known;
- a possible change in Seeka’s capital structure;
- a change in the historical pattern of dividends;
- senior management changes;
- a possible change in the regulatory environment affecting Seeka;

- a material legal claim by or against Seeka; or
- any other unexpected liability, which has not been released to the market.

If you have knowledge of any of these matters or any other information likely to affect the price or value of Seeka Shares in the market, you should not deal, trade, procure or encourage anyone else to deal in or trade those Seeka Shares until such matters become public knowledge and a reasonable period for the information to be disseminated has elapsed.

### **Confidential information**

In addition to the above, you also owe a duty of confidentiality to Seeka. You must not reveal any confidential information concerning Seeka to a third party (unless that third party has signed a confidentiality agreement with Seeka and you have been authorised to disclose the confidential information), or to use confidential information in any way which may injure or cause loss to Seeka, or use confidential information to gain an advantage for yourself. You should ensure that external advisers keep Seeka information confidential.

Review with management and the External Auditor at the completion of the annual statutory audit:

- Review and recommend the accounting policies for the Company and any changes to them
- The Seeka Group annual financial statements and related notes.
- The statutory audit process and their subsequent report.
- Any significant changes that may be desirable in subsequent statutory audit plans.
- Any serious difficulties or disputes with management encountered during the course of the audit.
- Any matters relating to generally accepted accounting or auditing standards.

### **Exceptions**

This policy does not apply to:

- acquisitions and disposals of Seeka Shares by inheritance; or
- acquisitions of Seeka Shares through an issue of new quoted financial products, such as an issue of new debt or equity securities on the exercise of options, under a rights issue, dividend reinvestment plan, or employee share or incentive scheme.

### **Short term trading discouraged**

You should not engage in short term trading (the buying and selling of Seeka Shares within a six month period), unless there are exceptional circumstances discussed with and approved by Seeka's Chief Financial Officer.

Short term trading can be a key indicator of insider trading, particularly if undertaken on a regular basis or in large amounts. Therefore, to reduce the risk of an allegation of insider trading, do not trade Seeka Shares on a short-term basis.

### **If in doubt, don't**

The rules contained in this policy do not replace your legal obligations. The boundary between what is (and is not) in breach of the law is not always clear. Sometimes behaviour that you consider to be ethical actually may be insider trading. If in doubt, don't!

### **Breaches of policy**

Strict compliance with this policy is a condition of your employment. Breaches of this policy will be subject to disciplinary action, which may include termination of your employment.

### **Monitoring of trading**

Trading of Team Members may be monitored by Seeka as part of the administration of this policy.

### **Endorsement of policy**

The Board of Directors of Seeka has approved this policy. The Board may approve updates, amendments to and exemptions to this policy from time to time.

To the extent of any inconsistency with any previous policy or rules relating to this subject matter, this policy prevails over them.

This policy is not intended to be legal advice and is not a substitute for legal advice. If you have any doubt about whether you may trade in Seeka Shares or other financial products you should raise the matter with the Chief Financial Officer or consult a legal adviser.

## SCHEDULE

### Additional trading restrictions for Restricted Persons (black-out periods)

Restricted Persons are prohibited from trading in any Seeka Shares during specific “black-out” periods. “Restricted Persons”, in respect of Seeka, include:

- all Directors;
- the Chief Executive Officer, Chief Financial Officer and all members of the management executive team;
- the administrative staff of the management executive team;
- trusts and companies controlled by such persons; and
- anyone else notified by the Chief Financial Officer from time to time.

Employees and Directors will be considered responsible for the actions of trusts and companies controlled by them. In this respect, “control” is not to be construed in a technical way but by looking at how decisions are made in practice.

Restricted Persons are prohibited from trading in any Seeka Shares during the following specific “black-out” periods:

- 30 days prior to Seeka’s half-year balance date, until the first trading day after the half year results are released to NZX;
- 30 days prior to Seeka’s year-end balance date, until the first trading day after the full year results are released to NZX;
- 30 days prior to the release of any announcement to NZX relating to an offer of any Seeka Shares, until the date of registration of the offer document (or in the case of an offer document that is not required to be registered, the date of its release) relating to the offer; and
- any other period approved by the Board from time to time.

Restricted Persons are not permitted to trade any Seeka Shares during a black-out period unless Seeka’s Board of Directors provides a specific exemption. The restrictions in this policy do not affect a Restricted Person’s participation in any Seeka employee share or option plans (if they exist) or the exercise of options/rights under those plans, however the restrictions may apply to any subsequent trade of any Seeka Shares issued under those plans.

Please note that if you hold Inside Information you must not trade Seeka Shares or other financial products at any time – regardless of these periods.

Restricted Persons are reminded that they **must maintain confidentiality** at all times, this includes not sharing confidential information with family members.

### Requirements before trading – Directors

Before trading in Seeka Shares, at any time, Directors are required to notify the Chair of the Board in advance of trading. The Chairman is required to notify the Chair of Seeka’s Audit & Risk Committee.

Notification and approval of an intention to trade does not absolve the Director of their responsibilities as a holder of Inside Information.

## Requirements before trading – Employees

Before trading in Seeka Shares, at any time, Employees are required to notify the Chief Financial Officer in advance of trading. The Chief Financial Officer is required to notify the Chair of Seeka's Board.

Notification and approval of an intention to trade does not absolve the Employee of their responsibilities as a holder of Inside Information.

## Disclosure requirements after trading

- **For All Restricted Persons:** A Restricted Person must advise the Chief Financial Officer promptly following completion of any trade, who will then record the details and provide the Chair with details of the trade.
- **For Directors and Senior Managers:** All Directors and Senior Managers must comply with their disclosure obligations under the Financial Markets Conduct Act 2013 to file a "Disclosure Notice" with NZX within 5 trading days of any trade or becoming a Director and provide the Chair with details of the trade.

If a Restricted Person is subject to disclosure obligations under the Financial Markets Conduct Act 2013, such disclosure obligations continue to apply for six months after that person ceases to be a Restricted Person.

## Review of the Policy

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