



ABN 86 091 687 740

SECURITIES DEALING POLICY

1 INTRODUCTION

1.1 Purpose

The purpose of this document is to provide employees and Directors of Cell Aquaculture Limited (**Cell** or the **Company**) with details of policies and procedures governing trading of Securities including:

- (a) a summary of the law on insider trading;
- (b) when Company policy restricts dealing in Securities; and
- (c) guidance in maintaining market confidence in the integrity of dealings in Cell Aquaculture's Securities.

1.2 Statement of Policy

Whenever you have inside information which may affect the value of Securities, you must not:

- (a) deal in Securities;
- (b) advise, procure or encourage others to deal in Securities; or
- (c) communicate inside information to anyone else where you know (or ought to know) it is likely they will deal in Securities or procure someone else to deal in Securities.

This "insider trading" prohibition applies regardless of how or where you acquired the information and applies to "Securities" as defined in section 2.2 below.

In addition you should not deal in Cell Aquaculture's Securities during any "restricted periods" (see section 5).

2 APPLICATION

2.1 Who is covered by this Securities Dealing Policy

The Company's Securities Dealing Policy applies to:

- (a) executive and non-executive Directors (including alternate Directors); and
- (b) full-time, part-time and casual employees,
of Cell and Cell group companies (**Cell Personnel**).

2.2 Securities

The Securities Dealing Policy applies to the following Securities:

- (a) Cell Aquaculture's Securities being:
 - (1) Cell shares;
 - (2) other securities which may be issued by Cell, such as options and performance rights;
 - (3) derivatives (such as exchange-traded options and warrants);
 - (4) financial products issued or created by third parties in relation to Cell securities, including products which limit the economic risk of a holding in the Company; and
- (b) Associated Party Securities being securities of any other company or entity with which Cell deals that may be affected by inside information (such as a Cell joint venturer or a party involved in a transaction with Cell).

3 PROHIBITED CONDUCT and CONCEPTS

3.1 Insider trading

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

- (a) deal in Securities while you have inside information; or
- (b) advise, procure or encourage others to deal in Securities while you have inside information; or
- (c) communicate inside information to another person knowing (or where you should have reasonably known) that the other person would, or would be

likely to, use that information to deal in, or procure someone else to deal in, Securities. This is commonly known as "tipping".

Individuals who contravene the insider trading provisions of the Corporations Act are liable to prosecution. The maximum penalty for an individual is \$220,000 and 5 years imprisonment. In a civil penalty proceeding, a penalty of up to \$200,000 may be imposed.

In both cases, the offender may be ordered to pay compensation to anyone who suffered loss as a result of the insider trading.

3.2 Dealing

Dealing in Securities is a very wide concept. It is not limited to buying and selling shares and includes:

- (a) trading in Securities (i.e. subscribing for, buying, selling, hedging or entering into an agreement to do any of those things); and
- (b) advising, procuring or encouraging another person (such as a family member, friend, associate, colleague, broker, financial planner, investment adviser, family company or family trust) to trade in Securities.

3.3 What is inside information?

Inside information is information that:

- (a) is not generally available to people who commonly invest in securities; and
- (b) if it was generally available, would be likely to have a material effect on the price or value of the securities – information that is "price sensitive".

It does not matter how or where you acquire the inside information - for example, whether you acquire it in the course of your work, or from outside the Company.

3.4 Examples of inside information

Inside information about Cell could include:

- (a) information relating to significant projects, contractors or tenders;
- (b) information relating to Cell's financial results or forecast results;
- (c) a possible sale or acquisition of material assets by Cell;

- (d) a possible change in Cell's capital structure (for example, a new issue of shares);
- (e) a proposed dividend or change of dividend policy;
- (f) board or senior management changes;
- (g) an event which could have a material impact (either positively or negatively) on projects, production or profits;
- (h) a proposed change in the nature of Cell's business;
- (i) a proposed takeover or merger involving Cell;
- (j) a notification to ASX of a substantial shareholding in Cell;
- (k) any information required to be disclosed to ASX under its continuous disclosure rules; and
- (l) any possible claim against Cell or other unexpected liability.

3.5 Securities of other companies

As per section 2.2, the prohibition on insider trading is not restricted to information affecting Cell Aquaculture's Securities. The prohibition also applies to Associated Party Securities. If you possess inside information in relation to Securities of another company or entity with whom Cell transacts, you must not deal in those Associated Party Securities.

4 OTHER CONDUCT IN RELATION TO CELL SECURITIES

4.1 Short term dealing

Cell Personnel are encouraged to be long term holders of Cell Securities. Short term or speculative dealing in Cell Securities is not encouraged.

4.2 Hedging

If you are a Director or employee of Cell who participates in a Cell equity-based incentive plan (for example, a share or option plan), you must not enter into any transaction 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 in Cell Securities.

An unvested entitlement is a Cell share or option which is still subject to time and/or performance hurdles.

4.3 Margin loans

You are not permitted to enter into a margin loan or other financing arrangement where there is a risk that Cell 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**):

- (a) key terms;
- (b) number of Cell securities involved;
- (c) the trigger points;
- (d) the right of the lender to sell the securities unilaterally; and
- (e) any other material details.

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

5 RESTRICTED PERIODS

Unless otherwise approved in exceptional circumstances (see section 6.1), you are not permitted to deal in Cell Securities during the following restricted periods:

- (a) the period commencing from the first day of the month in which the quarterly cash flow report is to be released to the ASX and concluding two (2) business days after such release;
- (b) the period commencing thirty (30) days prior to the Company's Annual General Meeting and concluding two (2) business days after such meeting; and
- (c) such other periods advised by the Board or the Managing Director (such as prior to the announcement to ASX of a significant matter or event).

6 Exceptions and Exclusions

6.1 Exceptional Circumstances

In exceptional circumstances (e.g. a pressing financial commitment that cannot be satisfied otherwise than by the trade) and it being the only reasonable course of action available to a

Director or employee, clearance may be given to a person who is not in possession of inside information to sell (but not to purchase) Cell Securities when he or she would otherwise be prohibited from doing so under this Securities Dealing Policy.

The Chairman will determine whether the circumstances are exceptional for this purpose and must have given prior written approval for the dealing.

6.2 Exclusions

The following dealings do not fall under this Securities Dealing Policy:

- (a) trading in a managed securities portfolio (other than a portfolio that only invests in Cell Securities) and where the person is not in a position to influence choices in that portfolio;
- (b) where the dealing results from a dividend reinvestment plan where the person has given ongoing instructions to reinvest dividends;
- (c) where the dealing is as a result of subscription for Securities the subject of a current prospectus or other form of disclosure document the Company has on issue;
- (d) where the dealing is a transfer of Cell Securities already held into a superannuation fund or other saving scheme in which the Director or employee is a beneficiary;
- (e) undertakings to accept, or the acceptance of, a takeover offer;
- (f) dealings under an offer or invitation made to all or most of the security holders, such as a rights issue, a share purchase plan, a dividend or distribution reinvestment plan and an equal access buyback 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;
- (g) 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 restricted period and the Company has been in an exceptionally long restricted period or the

Company has had a number of consecutive restricted periods and the Director or employee could not reasonably have been expected to exercise it at a time when free to do so;

- (h) allowing entitlements to lapse under a rights issue or other offer (including an offer of Securities in lieu of a cash dividend);
- (i) bona fide gifts to a Director by a third party;
- (j) the cancellation or surrender of an option under an employee share scheme;
- (k) the purchase of Securities or the communication of information pursuant to a requirement imposed by law;
- (l) transfers of Securities by an independent trustee of an employee share scheme to a beneficiary who is not a person; and.
- (m) options in the Company may be exercised at any time in accordance with their terms of issue (including during a blackout period) subject to the prohibitions on insider trading set out in the Corporations Act. Any subsequent sale of such Securities will be subject to the terms of this Securities Dealing Policy.

7 PERMITTED CONDUCT

7.1 Dealing by an Employee

Subject to the rules of any applicable Cell equity-based plan, if you are not Key Personnel, you can deal in Securities at any time provided you are not in possession of inside information and the dealing does not occur during a blackout period.

If you have any concerns an intended dealing in Securities might be in breach of the insider trading rules or this Securities Dealing Policy, you must consult with the Company Secretary before dealing in those Securities.

7.2 Dealing by Key Personnel

Key Personnel are Cell Personnel who report directly to the Chairman or the Managing Director.

The following rules apply to dealing in Cell Securities by Key Personnel and Directors:

- (a) Prior to any proposed dealing:

- (1) Key Personnel must have the written consent of the Managing Director or Chairman;
 - (2) a Director must have the written consent of the Chairman; and
 - (3) the Chairman must have the written consent of two other Directors or the Board.
- (b) When seeking consent the Key Personnel or Director must confirm to the satisfaction of the relevant person or persons:
- (1) they are not in possession of any inside information;
 - (2) the dealing will not occur during a restricted period (or there are exceptional circumstances which justify the dealing); and
 - (3) they are not hedging the risk of any fluctuation in value of any unvested entitlement in Cell Securities;
- (c) Details of the dealing must be advised in writing to the Company Secretary within two business days after the dealing. The confirmation by a Director must include sufficient information to enable the Company Secretary to submit an Appendix 3Y to the ASX on behalf of the Director to fulfil the Company's and the Director's obligation to the ASX.

8 CONSEQUENCES OF BREACH

Strict compliance with the Company's Securities Dealing Policy is mandatory for all Cell Personnel. Breaches will be taken seriously and will be subject to disciplinary action, up to and including termination of a person's employment or appointment.

Contravention of the Corporations Act is a serious matter which may result in criminal or civil liability.

9 PUBLICATION

A copy of the Securities Dealing Policy will be provided to all Cell Personnel and will be published on the Cell website.

If you do not understand this Securities Dealing Policy or how it applies to you, you should discuss the matter with the Company Secretary before dealing in any Securities. If you wish to receive training on compliance, please contact the Company Secretary.

10 REVIEW

This Securities Dealing Policy will be reviewed annually to ensure it continues to comply with all applicable laws and good corporate governance practices.