

Securities Trading Policy

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Approved By:	Board		

1. Policy

- 1.1. This Securities Trading Policy of Ignite Limited (the “Company”) summarises the law relating to Insider Trading and regulates dealings in the Company’s securities (the “Securities”) by all of the Company’s Employees (including Key Management Personnel) and their Associates.
- 1.2. While on-hired contractors are subject to the Insider Trading provisions of this Policy, they are not otherwise required to comply with the other provisions of this Policy.
- 1.3. This Policy is aligned to both the Company’s values and its Code of Conduct, reinforcing the behaviours required to ensure that Ignite maintains its reputation for honesty and integrity.
- 1.4. All Employees are required to understand their responsibilities and comply with the spirit and the letter of this Policy at all times.
- 1.5. It is important to note that although this Policy only applies to the persons specified above, the insider trading prohibitions set out in the Corporations Act 2001 (Cth) (“**Corporations Act**”) and discussed below, apply to **all** persons who come into possession of Inside Information, even where they are not Employees or Associates (e.g. family members, on-hired consultants, friends).

2. Scope

- 2.1. This Securities Trading Policy applies to:
 - 2.1.1. Employees (including Key Management Personnel) and their Associates
 - 2.1.2. The Securities, being the Company’s shares, options, derivatives and other equity instruments whose value changes are correlated with the Company’s share price
 - 2.1.3. All persons that hold price-sensitive information in relation to the Securities that has not been released to the public, both in relation to actions they may take themselves, actions that others may take on their behalf and communication of information to third parties.

Further Advice

- 2.2. If you do not understand the summary of the law relating to insider trading set out below or this trading policy, or if you are unsure as to whether the law or this Policy applies to you, please contact the Company Secretary. You may wish to seek your own professional legal advice before dealing in the Securities.

3. The Corporations Act – Insider Trading Provisions

- 3.1. If you have Inside Information (as defined in the below) relating to the Company, it is illegal for you to:
 - a) deal in (that is, apply for, acquire or dispose of) the Securities or enter into an agreement to do so; or

- b) procure another person to apply for, acquire or dispose of the Securities or enter into an agreement to do so; or
 - c) directly or indirectly communicate, or cause to be communicated, that information to any other person if you know, or ought reasonably to know, that the person would or would be likely to use the information to engage in the activities specified in paragraphs (a) or (b) above.
- 3.2. These prohibitions apply equally to the application for, grant, exercise or transfer of an option over the Securities.
- 3.3. It does not matter how or in what capacity you become aware of the Inside Information. It does not have to be obtained from the Company to constitute Inside Information.
- 3.4. You cannot avoid the Insider Trading prohibitions by arranging for a member of your family or a friend to deal in the Securities nor may you give “tips” concerning Inside Information relating to the Company to others, including customers.

4. What is Inside Information?

- 4.1. Inside Information is information relating to the Company, which is not generally available but would, if the information were generally available, be likely to have a material effect on the price or value of the Securities (“Inside Information”). Inside Information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person.
- 4.2. Information is regarded as being likely to have a material effect if it would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to deal in the Securities.
- 4.3. Examples of Inside Information could be:
- 4.3.1. the financial performance of the Company against its budget;
 - 4.3.2. changes in the Company’s actual or anticipated financial condition or business performance;
 - 4.3.3. changes in the capital structure of the Company, including proposals to raise additional equity or borrowings;
 - 4.3.4. proposed changes in the nature of the business of the Company;
 - 4.3.5. changes to the board of directors or significant changes in senior management;
 - 4.3.6. an undisclosed significant change in the Company’s market share;
 - 4.3.7. likely or actual entry into, or loss of, a material contract;
 - 4.3.8. material acquisitions or sales of assets by the Company;
 - 4.3.9. a proposed dividend or other distribution or a change in dividend policy; or
 - 4.3.10. a material claim against the Company or other unexpected liability.

5. When is information generally available?

- 5.1. Information is generally available if:
- 5.1.1. it consists of readily available matter or deductions;
 - 5.1.2. it has been brought to the attention of investors through an announcement to ASX Limited (“ASX”) or otherwise brought to the attention of investors in securities, and a reasonable period has elapsed since it was announced or brought to investors’ attention; or

5.1.3. it consists of deductions, conclusion or inferences made or drawn from information that is generally available.

5.2. Examples of possible readily observable matters are:

5.2.1. a change in legislation which will affect the Company's ability to make certain types of investments; or

5.2.2. a severe downturn in global securities markets.

6. What are the consequences if you breach the Insider Trading prohibitions?

6.1. Breach of the Insider Trading laws may subject you to:

6.1.1. criminal liability – penalties include heavy fines and imprisonment; and

6.1.2. civil liability – you can be sued by another party or the Company for any loss suffered as a result of illegal Trading activities.

6.2. Breach of the law or this Trading policy or both will also be regarded by the Company as serious misconduct which may lead to disciplinary action or dismissal.

7. Trading in Ignite Securities

7.1. Employees and their Associates are prohibited from Trading in the Securities:

7.1.1. whilst in possession of Inside Information; or

7.1.2. during Blackout Periods; or

7.1.3. prior to receiving approval to trade in Ignite Securities.

8. Hedging

8.1. Employees are prohibited from entering into any schemes or arrangements that protect the value of shares, options or performance rights allocated under Ignite incentive schemes prior to them becoming fully vested. Any breach of this prohibition will also constitute a breach of the conditions of grant and could result in the forfeiture of the shares, options or performance rights.

9. Blackout Periods

9.1. During certain times of the year (called "Blackout Periods"), Employees and their Associates are not permitted to trade in the Securities, unless permitted to do so under this Policy.

9.2. Blackout Periods do not restrict an Employee's participation in any of the Company's employee share and option plans, however it does apply to the trading of the Securities to which Employees become entitled under those plans (for example following the exercise of options). It is prohibited to trade Securities that have been acquired because of the exercise of options during a Blackout Period.

9.3. Under this Policy, the following periods are designated as Blackout Periods:

9.3.1. From 1 January each year until the day following the release to the ASX of the Company's half year results; and

9.3.2. From 30 June each year until the day following the release to ASX of the Company's full year results; and

9.3.3. Any other period notified by the Board or Company Secretary

10. Approval to Trade in Ignite Securities

10.1. All Employees and Associates are required to seek approval prior to trading in the Securities.

10.2. Approval should be sought as follows:

Requestor	Approval Required from
Employees (other than those specified below) and consultants	Finance Director
Reports of the CEO	CEO
CEO	Chairperson
Non-Executive Director (excluding Chairperson)	Chairperson
Chairperson	Chair of the Board Audit Risk & Compliance Committee

- 10.3. The approval of Associate trading is the same as that required for the Employee of which the individual is an Associate (e.g. the spouse of a KMP member would require approval by the CEO).
- 10.4. Applications for approval should be made on the form attached. This form may be copied into an email.
- 10.5. A time limit, generally one month, in which Securities may be traded will be advised upon approval.
- 10.6. The Finance Director and Company Secretary will maintain a Register of Approvals granted and new approvals will be reported to the next scheduled meeting of Directors.

11. Exceptional Circumstances when Trading May take Place in a blackout period

- 11.1. Where exceptional circumstances (e.g. demonstrable severe financial hardship, the threat of foreclosure on a residence in respect of a person or mortgage, a judgement in respect of a debt being obtained by a creditor, or a court order in a family law matter) exist, an Employee or Associate may request written approval from the Chairperson and/or CEO to sell an agreed number of the Securities during a Blackout Period.
- 11.2. Subject to the Chairperson and/or CEO determining that a waiver of the trading prohibition during a Blackout Period is justified and being satisfied that the individual concerned is not in possession of any Inside Information, a limited period (e.g. 20 days) in which to trade would be granted and the closing date during which Securities can be traded would be notified to the individual and the Company Secretary.
- 11.3. In the event that an individual authorised to trade under this exception comes into possession of Inside Information during the authorised period, their approval to trade will lapse immediately. During this time it is the individual's responsibility to evaluate whether they have become aware of Inside Information.

12. Short Term Trading in Ignite Securities

- 12.1. The purchase and sale of the securities within one month is prohibited by Employees and Associates.

13. Passive Trading in Ignite Securities

- 13.1. Employees and Associates may participate during Blackout Periods in the passive acquisition of the Securities because of initiatives approved by the Ignite Board, such as dividend reinvestment plans, share purchase plans and rights issues, with the proviso that an election to participate, once given, cannot be revoked during a Blackout Period or whilst the individual is in possession of Inside Information. Employees may exercise options during a Blackout Period, however the securities issued in respect of such options are subject to the trading rules set out in this Policy and may not be traded other than in accordance with the requirements of this Policy.



RECRUITMENT & TECHNOLOGY SOLUTIONS

13.2. Transfers of Securities when there is no change in beneficial ownership, such as from an individual to that individual's superannuation fund are permitted, as are investments in the Company's shares by an investment fund or scheme where the assets are invested at the discretion of an unrelated third party.

14. Borrowing Against Securities

14.1. Directors, the CEO and reports of the CEO are prohibited from borrowing against the Securities (i.e. where the Securities are used as security for a borrowing, facility or financial commitment).

15. Definitions

15.1. "Associate"

- a) a spouse or de facto spouse of an Employee
- b) a parent or child of an Employee or an Employee's spouse or de facto spouse;
- c) a company, partnership, or trust which:
 - i. an Employee controls;
 - ii. an Employee and any person referred to in paragraphs (a) or (b) control;
 - iii. any person referred to in paragraphs (a) and (b) controls; or
 - iv. any other person with whom an Employee is acting or proposing to act in concert regarding the acquisition of Securities.

15.2. For the purposes of this definition, "control" means the ability (whether or not based on a legal right to determine the outcome of decision about the relevant entity's financial and operating policies.

15.3. "Employee" includes:

- a) Directors,
- b) full-time and part-time staff,
- c) as well as contractors (other than on-hired contractors who are subject to the Insider Trading provisions of this Policy, but are not otherwise required to comply with the other provisions of this Policy) and
- d) Consultants of the Company or any of its subsidiaries. Employees includes Key Management Personnel.

15.4. "Key Management Personnel (KMP)"

15.4.1. KMP is defined in AASB 124 Related Party Disclosures as those persons having authority and responsibility for planning, directing and controlling the activities of the entity (in this case Ignite), directly or indirectly, including any director (whether executive or otherwise) of that entity.

15.5. "Securities" include:

- a) The Company's shares,
- b) options,
- c) derivatives and
- d) other equity instruments whose value changes are correlated with the Company's share price

15.6. "Trading" includes:

- 15.6.1. purchasing, selling or otherwise dealing by way of option, exercise and rights trading; and
- 15.6.2. procuring or causing other persons to trade.

Application to trade in securities of the Company
under the Company's share Trading rules

Ignite Limited

Type of security: Ordinary shares

Form of transaction: Purchase/*Sale

Maximum number of securities to be traded:

Name of person or entity that will be acquiring or selling shares:

Approval or denial of approval to trade in securities in the Company

I, hereby approve/*reject the application to trade in securities of the Company

for a period of one month from today's date.

Signed

Dated

*delete not applicable

[This form may be copied into an email]