

Securities Trading Policy

First Growth Funds Ltd (the “Company”) Adopted by

the Board on

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Contact

The Company Secretary

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1 Statement of Commitment

First Growth Funds Ltd (“FGF” or “Company”) is committed to ensuring that the Company and its employees act lawfully at all times in their dealings with securities and inside information. FGF is also committed to avoiding any perception of unlawful or unethical conduct.

2 Introduction

2.1 Purpose

The purpose of this policy is to:

- Create an awareness of conduct in relation to dealings in securities that are prohibited by law and by the Company; and
- Establish a best practice procedure for buying, selling or otherwise dealing in Company securities (and securities in other companies in respect of which the Company may have business dealings) to protect you and the Company.

This policy protects you and the Company by ensuring that you do not abuse, and do not place yourself under suspicion of abusing, inside information that you may have or be thought to have.

This policy should be read in conjunction with the Company’s Corporate Governance Statement and related Corporate Governance Policies and Procedures.

This policy is a general overview of the applicable legal principles and should therefore only be used as a guide, not as legal advice.

2.2 Scope

This policy applies to all executive and non-executive directors (“Directors”) and all employees (“Employees”) of the Company and its subsidiaries.

Additional rules apply to Directors and Executives. These are set out in Section 5 below.

In this policy, “Executives” means Employees who:

- Are Executives or Senior Managers or Officers of FGF or their direct reports;
- Receive options under any FGF share option schemes; and/or
- Hold a position which makes them a “Director or Officer” of any FGF Group company as defined in the Corporations Act 2001 (Cth) (the “Corporations Act”).

2.3 Consequences of breach

Convictions of insider trading can attract criminal and civil liability.

A breach of insider trading provisions or this policy may be regarded as serious misconduct and may lead to termination of employment.

Any instance of non-compliance (whether known or suspected) will be reported to the Company Secretary to investigate and take disciplinary action as appropriate.

3 Compliance with Law

3.1 Legal restrictions on dealing in securities

If you possess inside information in relation to an entity you cannot “trade” or “deal” in the following ways:

- Buy or sell securities in that entity or subscribe for new securities; or
- Enter into an agreement to subscribe for, buy or sell securities in that entity. If you possess inside information in relation to any securities you cannot:
- Procure any other person to deal in those securities; or
- Directly or indirectly communicate the inside information to another person who you believe is likely to deal in those securities or procure another to deal in those securities.

For example, you cannot ask or encourage family members to deal in shares when you possess inside information and you should not communicate inside information to them.

“Securities” is defined in the Corporations Act and includes ordinary shares, preference shares and options or rights.

“Company Securities” means securities in the Company.

3.2 *Inside information*

Inside information is information:

- Which is not generally available; and
- If it were generally available, would be expected by a reasonable person to have a material effect on the price or value of the relevant security.

3.3 *Information that is generally available*

Information is considered to be “generally available” if:

- It can be easily observed; or
- It has been released to the ASX, published in an Annual Report or prospectus or is generally available to the investing public and a reasonable time has elapsed since the information was communicated; or
- It may be deduced, inferred or concluded from the above.

3.4 *Material effect on the price or value of securities*

The law states that information would be likely to have a material effect on the price or value of securities if the information might influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities.

Examples of information that may be material include information relating to:

- Financial performance, such as a material variance in Company revenue, which could result in a material increase or decrease in the Company’s financial performance from previous result or forecasts;
- A proposed material business or asset acquisition or sale;
- The damage or destruction of a material operation of the Company;
- A material claim to be initiated by or against the Company; and
- An actual or proposed change to the Company’s capital structure.

4 Company Policies

4.1 *Black-out Periods*

In addition to the legal restrictions outlined in Section 3 above, it is the Company's policy that you must not trade in Company Securities in the following black-out periods ("Black-out Periods") during the two (2) weeks prior to and the day after the release of the following information:

- Full year financial results to ASX;
- Half yearly financial results to ASX; and
- Quarterly activities and cashflow reports to ASX

These Black-out Periods will be notified to you as they occur. The indicative dates for the release of the financial results and general meetings may be published on the Corporate Section of the Company's website www.firstgrowthfunds.com

At any time other than during a Black-out Period, you (provided you are not a Director or Executive) may deal in Company Securities but only if you do not have inside information.

You are also prohibited from entering into or renewing hedging or financial instruments in respect of Company Securities (including, without limitation, instruments such as equity swaps, caps and collars and other hedges) during a Black-out Period.

Directors and Executives are subject to the additional restriction set out in Section 5 below.

4.2 *Dealing during Black-out Periods*

If you are not in possession of inside information you may trade in Company Securities during a Black-out Period in exceptional circumstances, with the prior approval of the Chairman (or the approval of the Board in the case of the Chairman).

To apply for approval, you must apply to the Chairman (or the Board in the case of the Chairman) in writing. The application must set out the circumstances of the proposed trade (including an explanation of the exceptional circumstances) and the reason the approval is requested, and include a declaration that you are personally satisfied you are not in possession of inside information.

The Chairman (or the Board in the case of the Chairman) may give approval for you to trade in

Company securities during a Black-out Period if:

- you declare you are personally satisfied you are not in possession of inside information; and
- the Chairman (or the Board in the case of the Chairman) is satisfied you:
 - are in severe financial hardship, for example having a pressing financial commitment which cannot be satisfied otherwise than through the sale of Company Securities; or
 - have exceptional circumstances, for example where Company Securities are transferred from one member of a family or trust to another when to delay the transaction to the next permitted period would be detrimental to the family's affairs; or
 - have other exceptional circumstances.

Any approvals granted will be valid for three business days. Disposal of Company Securities during Black-out Periods must be actioned within three business days of the approval being granted.

4.3 Short term dealing not permitted

Directors and Employees must not buy and sell or sell and buy Company Securities within a three month period or enter into any other short-term dealings in Company Securities (for example, forward contracts).

4.4 Exercise of offers

Vested offers held pursuant to a Plan may be exercised in accordance with the relevant Plan rules. The exercise of performance rights may occur within a Black-out Period.

However, any sale of Company Securities acquired upon exercise of performance rights may only occur:

- Outside a Black-out Period, provided you are not in possession of any inside information, and provided that you obtain approval in accordance with Section 5 (if required); or
- In exceptional circumstances during a Black-out Period, with written permission from the Chairman (or the Board in the case of the Chairman) in accordance with Section 4.2.

4.5 *Securities in other companies*

You cannot deal in securities of other companies if you possess inside information in relation to that other company. Through your work, you may become aware of inside information relating to the Company's customers or partners.

For example, if you know that the Company is about to sign a major agreement with another company, you should not buy shares in either the Company or the other company.

Where the Company notifies you in writing that certain company securities cannot be traded you must not deal in those company securities for the period specified in the notice.

In addition to the above, Directors, Executives and Employees are also bound by a duty of confidentiality in respect of any third party's information which they obtain in the course of their duties.

5 **Additional Restrictions on Directors and Executives**

5.1 *Approval and disclosure requirements*

Directors and Executives are subject to the following additional requirements:

- Directors may only trade in Company Securities outside of a Black-out Period if they are personally satisfied they are not in possession of inside information, and receive prior written approval from the Chairman;
- Executives may only trade in Company Securities outside of a Black-out Period if they are personally satisfied they are not in possession of inside information, and receive prior written approval from the CEO;
- All Directors must give notice immediately to the Company Secretary when they buy or sell shares in the Company, so that the Company can inform ASX as required by law.

5.2 *Hedging*

Directors and Executives are not permitted to hedge their shareholdings.

Directors and Executives are not permitted to hedge offers granted under a Plan prior to exercising those rights or, once exercised, while the securities are subject to a transfer restriction.

For the purposes of this policy, hedging includes the entry into any transaction, arrangement or financial product which operates to limit the economic risk of a security holding in the Company and includes financial instruments such as equity swaps and contracts for differences.

5.3 Margin Lending Prohibition

Directors and Executives must not enter into a margin lending arrangement in relation to Company Securities.

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6 Excluded trading

Trading excluded from this policy includes the following:

- transfers of Company Securities already held into a superannuation fund or other saving scheme in which you are a beneficiary;
- an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company Securities) where the assets of the funds or other scheme are invested at the discretion of a third party;
- where you are a trustee, trading in Company Securities by that trust provided you are not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of you;
- undertakings to accept, or the acceptance of, a takeover offer;
- trading under an offer or invitation made to all or most of the security holders, such as a rights issue, security purchase plan, dividend re-investment plan and an equal access buy back, 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 pre rata issue;
- trading 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:
 - you did not enter into the plan or amend the plan during a closed period;
 - the trading plan does not permit you to exercise any influence or discretion over how, when, or whether to trade; and
 - the Company's trading policy does not allow you to cancel the trading plan or cancel or otherwise vary the terms of his or her participation in the trading plan during a prohibited period other than in exceptional circumstances

7 Annual Review

This policy is subject to annual review by the Board.

8 Contact

If you are in any doubt regarding this policy or any proposed dealing in securities you should contact the Company Secretary.

Compliance with the law relating to securities dealing and inside information and the other requirements of this policy is the responsibility of all Directors, Executives and Employees. Any guidance provided in or under this policy does not affect individual responsibility.