



Share Trading Policy

Version: 2021.1

February 2021

Document Control

Purpose

This share trading policy sets out the Wingara Ag Ltd (“the Company”) policy regarding trading in the Company’s securities. This policy is separate from and additional to the legal constraints imposed by the common law, the *Corporations Act* and the *ASX Listing Rules*.

Policy Information

Policy Contact:	Chief Financial Officer	Policy Owner:	Chief Financial Officer/Financial Controller
Approver:	Board		
Approval date:	5 February 2021	Effective Date:	5 February 2021
Review period:	Annual	Next review date:	5 February 2022

Scope

This policy applies to Relevant Persons, including all Directors, Key Management Personnel and Employees of the Company and their related parties.

Document History

Version	Date Approved	Author	Description
2016.1	15 February 2016	Company Secretary	Creation of policy
2021.1	5 February 2021	Company Secretary	Update of Policy

Definitions

Term	Definition
Wingara	Wingara AG Limited and its related entities
Board	The Board of Directors of Wingara.
Company	Wingara AG Limited
Constitution	The constitution of Wingara AG Limited.
Executive Team	The Chief Executive Officer and all of their direct reports.
Material	Where omissions or misstatements could influence the economic decisions of users of the information, be it individually or collectively (i.e.: greater than 10%) both internally and externally.
Wingara employee	An employee, Director or contractor of Wingara or associated entities.
Wingara Executive	A member of Wingara’s executive team.
Code of Conduct	Wingara’s Code of Conduct approved by the Board.

Related documents

- Board Charter
- Conflicts of Interest Policy
- Code of Conduct

Policy

It is illegal to trade in the Company's securities while in possession of unpublished price sensitive information concerning the Company. Under the *Corporations Act* a person with inside information must not, and must not procure another person, to deal in the securities of a body corporate or enter into an agreement to deal in the securities of a body corporate. Inside information is defined in the *Corporations Act* as information that:

- is not generally available; and
- if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the securities of the body corporate.

General Prohibition on Insider Trading

All Relevant Persons are prohibited from trading in the Company's securities while in possession of unpublished price sensitive information concerning the Company. In addition, while in possession of unpublished price sensitive information Relevant Persons must not advise others to trade in the Company's securities or communicate the information to another person knowing that the person may use the information to trade in, or procure someone else to trade in, the Company's securities.

Unpublished price sensitive information is information which the market is not aware and that a reasonable person would expect to have a material effect on the price or value of the Company's securities, and may include:

- a proposed major acquisition or disposition;
- a significant business development or a proposed change in the nature of the Company's business;
- details of material contracts that are being negotiated by the Company;
- potential litigation that would have a substantial effect on the Company;
- a proposed change to the share capital structure of the Company; and
- a major change to the Board or senior management.

Restrictions on Short-Term Trading

The Company encourages Directors, other Key Management Personnel and Employees to adopt a long-term attitude to their investment in the Company's securities. Consequently, Relevant Persons should not engage in short-term or speculative trading of the Company's securities.

Trading in Derivative Products and Margin Lending Arrangements

Relevant Persons are prohibited from trading outside Trading Windows, as defined by this policy, in financial products issued or created over or in respect of the Company's securities.

Relevant Persons are prohibited, without prior written Board approval which shall not be unreasonably withheld, from entering into Margin Lending arrangements whereby lenders are provided with rights over their interests in the Company's securities.

Guidelines for Dealing in Securities

Clearance Procedures Prior to Trading

All Relevant Persons (excluding the Chair who requires clearance from the Audit Committee Chair) must receive written clearance for the proposed trading of the Company's securities on by informing and receiving written approval from the Chair (or if unavailable, the Chief Executive Officer/Managing Director) prior to undertaking a transaction.

Clearance to trade will apply for a period of five (5) business days from the communication to the Relevant Person of the clearance to trade, and management will endeavour to provide written decision within two (2) business days of the request being submitted by the Relevant Person.

Black-out Periods

In addition to the general prohibition against insider trading, there are certain times during the year that, given proximity to the release of financial results, no KMP should trade in Company Securities. These periods are the Black-out Periods and are:

- from 1 November to 10.00am on the ASX trading day after the day on which the Company's half-year results are released to the ASX; and
- from 1 May to 10.00am on the ASX trading day after the day on which the Company's full-year results are released to the ASX.

Inside Black Out Periods

Clearance to trade in the Company's securities inside of the Black Out Periods may be granted in exceptional circumstances at the discretion of the Chairman (or if unavailable, the Chief Executive Officer/Managing Director). Exceptional circumstances would include, but not be limited to cases of severe financial hardship, where court orders exist or other overriding legal or statutory circumstance requiring the sale or transfer of the securities.

Clearance to trade outside a trading window will apply for a period of five (5) business days from the communication to the Relevant Person of the clearance to trade.

Register of Written Clearance

Management will maintain a register of written acknowledgements of clearance for the intention to trade given to Relevant Persons.

Trades excluded from the Share Trading Policy

The requirement to provide notice of an intention to trade in the Company's securities does not apply to the acquisition of securities through the Company's Option Plan, Share Purchase Plans and Entitlement Offers. However the requirement does apply to the trading of those securities once they have been acquired.

The Share Trading policy does not apply where there is no change in beneficial interest in the securities.

The Share Trading Policy does not apply to the disposal of securities by acceptance of takeover offers.

Breach of Policy

Breaches of this policy will be subject to disciplinary action, which may include termination of employment or dismissal from the Board. If relevant persons are unsure of whether they are able to trade in the Company's securities at a particular time, they are advised to consult with the Chief Executive Officer/Managing Director or Company Secretary.

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