



Blis Technologies Limited

Securities Trading Policy

THESE GUIDELINES APPLY TO ALL DIRECTORS, OFFICERS AND EMPLOYEES OF BLIS TECHNOLOGIES LTD WHO INTEND TO DEAL IN RESTRICTED SECURITIES

These Guidelines apply whether or not the dealing is to be done in New Zealand or overseas and whether or not the dealing relates to BLIS's New Zealand or foreign securities.

Remember - if in doubt you may consult the Chief Executive at any time. You may also consult your own Legal Adviser.

Objectives

Blis Technologies Limited ("Blis") is committed to complying with all legal and statutory requirements. New Zealand legal requirements (Securities Market Act 1988), soon to be replaced with the Financial Markets Conduct Act 2013 ("FMCA") make it unlawful to deal in Restricted Securities while in possession of Inside Information.

No Restricted Person or employee may deal in Restricted Securities, or the securities of any other issuers, or encourage others to do so, while in possession of Inside Information. Confidential information should not be disclosed to third parties unless those persons are covered by express or implied duties of confidentiality.

In these Guidelines:

- **"deal"** includes applying for, buying or selling Restricted Securities or agreeing to do so, whether as principal or agent
- **"Restricted Securities"** means any Blis:
 - o Ordinary shares listed on the NZSX

These Guidelines apply to any dealing in which you are involved or instrumental, whether or not the Restricted Securities 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.

You should follow these Guidelines to reduce any risk of liability for insider trading.

Fundamental Rule

No dealing may be done while in possession of Inside Information. This is the primary rule under the insider trading laws. If you have any Inside Information, it is illegal for you to:

1. deal in Restricted Securities;
2. procure, advise or encourage another person to deal in or hold Restricted Securities;
3. procure, advise or encourage a person to procure, advise or encourage another person to deal in or hold Restricted Securities; or

4. directly or indirectly 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 have known, that the other person will or is likely to use that information to deal in, continue to hold, or procure, advise or encourage someone else to deal in, or hold, Restricted Securities.

This offence, called “insider trading”, can subject you to criminal liability including large fines and/or imprisonment, and civil liability, which may include being sued by another party or Blis, for any loss suffered as a result of illegal dealing.

What is Inside Information?

Inside Information is information that:

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

Information is "**generally available**" if:

1. it is readily obtainable; or
2. it is made known to people who commonly invest in the securities (such as by NZX announcements) and since it was made known, a reasonable period for it to be disseminated among such persons has elapsed

It does not matter how you come to know the Inside Information.

What are some examples of *Inside Information*?

The following list is illustrative only. **Inside Information** could include information which has not been released to the market, concerning:

1. an unannounced upcoming performance announcement especially if it contains unexpected results;
2. a deal coming to conclusion with a major potential customer yet to be announced to the market;
3. the unannounced imminent introduction of an important new product or service;
4. a possible change in the strategic direction of Blis;
5. a possible acquisition or sale of any material assets;
6. entry into or the likely entry into or termination or likely termination of material contracts or other business arrangements which are not publicly known;
7. a possible change in Blis's capital structure;
8. a change in the historical pattern of dividends;
9. executive management changes;
10. a material legal claim by or against Blis;
11. major new regulation of Blis or any of its businesses; or
12. any other material and unexpected liability.

If you have knowledge of any of these matters or any other information likely to affect the price or value of Restricted Securities in the market, or you can procure a decision whether or not to deal in the Restricted Securities, you should not deal in those Restricted Securities until such matters become public knowledge and a reasonable period for the information to be disseminated has elapsed.

Other guidance

Short-term dealing should be avoided

Short-term dealing is buying and selling Restricted Securities over a very short time period (within a 3 month period), unless there are exceptional circumstances discussed and approved by the Chief Executive or Chairman. If you did this in relation to Restricted Securities it might give rise to allegations of insider trading particularly if short term dealing is undertaken on a regular basis, in large amounts, or around important events which affect the price of the Restricted Securities. These events may not be expected or known by you, but if they do occur your short-term dealing may be viewed adversely with the benefit of hindsight. Therefore, to reduce the risk of an allegation of insider trading, do not deal in Restricted Securities on a short-term basis.

If in doubt, don't

The rules contained in these Guidelines 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 or it may give rise to adverse inferences as to Blis's conduct drawn by the public. If in doubt, don't.

Dealing/Issue/Exercise Periods

There are **no** 'safe' periods for dealing Restricted Securities. You may **never** deal in Restricted Securities if you have Inside Information.

Don't "tip" or encourage dealing by others

You should not either directly or indirectly advise or encourage any person to deal in Restricted Securities when you are in possession of Inside Information. You should take particular care not to "tip", which means to directly or indirectly communicate or cause to be communicated Inside Information to those who you know or suspect are likely to deal in or otherwise hold Restricted Securities or to procure others to deal in or otherwise hold Restricted Securities. You could be liable in respect of dealing by these people.

You cannot avoid the insider trading laws by dealing in Restricted Securities through companies or trusts you control. If the companies or trusts that you control deal in Restricted Securities while you have Inside Information, you will be deemed to have procured the company or trust to deal in Restricted Securities, exposing yourself and the company or trust to liability.

In addition, you should not deal in or procure, advise or encourage others to deal in, or tip, with respect to, securities of another company if you have Inside Information about that other company.

Blis Inside Information should be kept confidential

Confidentiality of information is part of an employee's Employment Contract. ***No Blis Inside Information should be disclosed to third parties unless those third parties are covered by express or implied duties of confidentiality***

Implied duties of confidentiality arise for example with respect to disclosure to legal advisers for the purposes of obtaining legal advice, on (say) a proposed acquisition of another company. Express obligations will arise where specific confidentiality agreements are entered into, to cover disclosure in specific instances.

Criminal Liability for Insider Conduct (Financial Markets Conduct Act 2013)

This offence, called “insider trading”, can subject you to criminal liability including large fines and /or imprisonment (if convicted of insider trading you will be liable to a fine not exceeding \$500,000 or a term of imprisonment of up to 5 years or both), and civil liability, which may include being sued by another party or Blis, for any loss suffered as a result of illegal trading. You may be subject to a fine not exceeding \$2.5M.

ADDITIONAL DEALING RULES FOR RESTRICTED PERSONS

Application

These Rules are in addition to New Zealand legislative requirements and apply to:

1. All Directors of Blis;
2. The Chief Executive;
3. All members of the Executive Team; and
4. All direct reports to members of the Executive Team.

Persons covered by these additional restrictions are called “**Restricted Persons**”.

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.

Before dealing in Restricted Securities (or having Restricted Securities traded in your name or on your behalf), at any time, Restricted Persons must:

1. Notify the Chief Executive of their intention to deal in Restricted Securities and seek consent to do so (using the [Dealing by Insiders Form](#))
2. Confirm that they do not possess *Inside Information*; and
3. Confirm that there is no known reason to prohibit dealing in any Restricted Securities.

**N.B. As a matter of policy, all dealing involving the Chief Executive, Blis Directors in Blis shares must be approved by the Chairman of the Board of Blis. Any such dealing by the Chairman will require approval of at least two other directors.*

The completed ***Dealing by Insiders form*** should be submitted to the Blis Chief Executive or the Chief Financial Officer.

Consent ***is not*** required should you:

1. receive options or rights as part of the Blis Share Rights Scheme;
2. elect to exercise your options or rights granted under the Blis Share Option Scheme or Blis Share Rights Scheme.

Please note that if you possess Inside Information you must not deal in Restricted Securities at any time – regardless of the fact that consent is not required.

Please note that if you are subject to the Additional Disclosure Requirements for Directors and Officers you are required to provide notice of the above transactions to the Chief Financial Officer- regardless of the fact that consent is not required.

Consent will only be given if the Blis Chief Executive (for staff) or the Blis Chairman (for Chief Executive or Directors), as appropriate, is reasonably satisfied as to the following:

1. The decision to deal in the Restricted Securities has not been made on the basis of Inside Information;
2. The applicant does not intend to sell the Restricted Securities within 3 months of when they are purchased;
3. The information provided in the [Dealing by Insiders Form](#) is true.

Notification of Dealing

Once dealing is complete this must be disclosed to Blis's Chief Financial Officer.

Status of Rules

Failure to comply with these requirements will be treated seriously. Full and accurate disclosure of all relevant facts must be made when completing the [Dealing by Insiders Form](#).

ADDITIONAL DISCLOSURE REQUIREMENTS FOR DIRECTORS AND OFFICERS

Application

These Rules apply to:

1. All Directors of Blis;
2. The Chief Executive;
3. All members of the Executive Team and reports to members of the Executive Team.

If you are unsure as to whether these Rules apply to you, you should contact the Blis Chief Financial Officer.

Additional Disclosure Requirements for Directors and Officers

If you are a person listed in any of the categories above it is Blis's policy that you comply with the disclosure obligations set out in these Rules. If you are a director or officer and you hold a "relevant interest" in any Blis securities, it is a New Zealand legislative requirement that you complete a [Disclosure Notice](#). A "relevant interest" in Blis securities includes where:

1. you are the registered holder of Blis securities;
2. you have beneficial or non beneficial ownership of Blis's securities whether directly or indirectly including via a trust (Blis's policy is to include discretionary beneficiaries in this category); or
3. you are able to control by yourself or jointly with others the acquisition or disposition of Blis's securities by another person; or
4. you have the power to control by yourself or jointly with others the exercise of any right to vote attached to a Blis security; or
5. you are able to influence a person or the board of a company which controls votes or the acquisition or disposition of Blis securities; or
6. you have or control a shareholding of 20% or more in a company that holds Blis securities; or
7. you may have any such rights in the future by virtue of any arrangement.

Shares held by immediate family members should be considered under the above criteria.

The definition of a “**relevant interest**” is both very broad and complex. If you are unsure if you have a relevant interest in Blis securities then please seek legal advice. There are significant penalties if there is a failure to disclose a relevant interest. If you are not certain then the preference is to disclose the interest.

Initial Disclosure

You must complete a Disclosure Notice and return it to Blis’s Chief Financial Officer to enable that Notice to be filed with NZX within 5 trading days of the date of you becoming a director or officer of Blis.

Ongoing Disclosure

You must complete a Disclosure Notice and return it to Blis’s Chief Financial Officer within 5 trading days of acquiring or disposing of a relevant interest in Blis’s securities

Disclosure Notices to be returned to Blis’s Chief Financial Officer

It is your obligation to ensure that your completed Disclosure Notice is sent to Blis’s Chief Financial Officer. Blis’s Chief Financial Officer will forward the notice to NZX on your behalf and notify you it has been sent. If you are a director or officer it is your responsibility to ensure the Disclosure Notice is filed with the NZX on time, and accordingly to ensure Blis’s Chief Financial Officer has confirmed to you before the requisite date for filing that the Disclosure Notice has been filed on your behalf. Blis’s Chief Financial Officer is not responsible for any charge or fine you incur under law if your notice is not filed on time.

There is a legislative requirement that the Disclosure Notice be signed. Preferably, if you have an electronic signature, please complete the form and insert your electronic signature and email the form to Blis’s Chief Financial Officer. Alternatively, if you do not have an electronic signature you should complete a hard copy of the form, sign it and send it by fax to Blis’s Chief Financial Officer.

Period for which disclosure rules operate

The relevant legislative disclosure rule requirements operate from the time you become an officer or director, as discussed above and continue to operate until 6 months after you cease to be an officer (for example because you have resigned or changed role). You must therefore continue to file Disclosure Notices during that period.

Offence

It is an offence to fail to comply with your disclosure obligations. Every person who fails to disclose that information commits an offence and is liable on conviction to a fine not exceeding \$50,000.

Interests Register

Blis must keep an interest register of all relevant interests and securities in Blis held by officers. An officer must disclose any trading to Blis for Blis to enable the interest register to be updated.

It is an offence to fail, without reasonable excuse, to provide a copy of an up-to-date interest register and on conviction is liable for a fine not exceeding \$50,000.

DEALING BY INSIDERS FORM

For: The Chief Financial Officer

1. Your Description

Name: _____

Address: _____

Office or Position: _____

Division: _____

If I receive consent I intend to complete the following transaction within 15 trading days of that consent¹.

2. Description and Number of Securities

Number and type Name in which

(i.e. 100 ordinary shares, 500 options, reference number, type of security) Securities held

_____ or to be held: _____

3. Type of Proposed Transaction

Description: Purchase/Sale/Subscription/Gift/Receipt/Other

(specify): _____

Will the transaction be conducted on NZX?

Yes/No _____

If "No", how will the transaction be conducted:

Likely date of transaction (e.g. not before [date], not after [date]): _____

4. Inside information known to you

5. Representations

I hereby declare:

5.1 The decision to conduct the proposed transaction has not been made on the basis of information which:

5.1.1. is not generally available; and

5.1.2. if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the Restricted Securities if it were generally available.

5.2 If this notice relates to a proposed purchase or acquisition of Restricted Securities, I do not intend to sell the securities within 3 months of their purchase or acquisition.

5.3 The securities are to be sold or purchased in my own name or in the name of or on behalf of my spouse or children or **(describe relevant interest)**..

5.4 I know of no reason to prohibit me from dealing in Restricted Securities and certify that the details given above are complete, true and correct.

6. **Request**

I request the consent of Blis Technologies Limited to the proposed transaction.

Signature _____ Date _____

Blis Technologies Limited hereby **consents / does not consent** to the proposed transaction described above. Consent granted is conditional upon the proposed transaction being completed within 15 trading days of the date of this consent and in compliance with Blis's Insider Trading Policy and Guidelines and the Additional Dealing Rules for Restricted Persons.

Chief Executive _____ Date _____