



**Greenfern Industries Limited**  
**Financial Products Dealing Policy**  
13 October 2021

Document Status	Date of Approval	Next Review
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## 1. **Introduction:**

- 1.1. The GFI Group's Directors and Employees must comply with the insider trading provisions set out in the Financial Markets Conduct Act 2013. Under the Financial Markets Conduct Act 2013 ("FMCA"), it is illegal for any person holding price sensitive, confidential information about a company (referred to in the FMCA as an "information insider") to trade that company's shares or other securities. This behaviour is called "insider trading".

## 2. **Objective**

- 2.1. The GFI Group is committed to having in place procedures and controls to ensure that its Directors and Employees do not breach the prohibition on insider trading or create any perception of Directors or Employees trading financial products when they should not do so.
- 2.2. This policy sets out the prohibition on insider trading, together with GFI Group's restrictions on its Directors and Employees trading financial products.
- 2.3. **This is an important policy. You should take the time to read it and understand how it applies to you. If there is anything that you do not understand, you should contact the MD or Chairman.**

## 3. **Application**

- 3.1. This policy applies to all Directors and all Employees of GFI Group.
- 3.2. This policy applies to any trading undertaken by a Director's or Employee's spouse, de facto partner or dependent child or a trust or company which the director or employee controls or exercises significant influence over.
- 3.3. In this policy 'trade' includes buying or selling listed securities, or agreeing to do so, whether as principal or agent, but it does not include subscription for, or the issue of, new securities.
- 3.4. 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.

## 4. **Executive Summary**

- 4.1. **Fundamental Rule:** Insider trading is illegal and is prohibited at all times
- 4.2. This policy also prohibits distributing information or engaging in trades which may constitute "market manipulation" under the FMCA.
- 4.3. There is an absolute prohibition from trading in the Company's Restricted Securities during the periods specified in clause 7.1 ("**Black Out Periods**"); and
- 4.4. Even outside Black Out Periods (when it is permissible to trade) you must first apply to the Company for written consent to do so.
- 4.5. The requirements imposed by this policy are separate from, and in addition to, the legal prohibitions on insider trading in New Zealand and any other country where those securities may be listed.

## 5. **Insider Trading**

- 5.1. If you have any material information relating to a listed issuer (including the Company), it is illegal for you to:

- a. trade the any of that listed issuers quoted financial products;
- b. advise or encourage another person to trade or hold any of that listed issuers quoted financial products;
- c. advise or encourage a person to advise or encourage another person to trade or hold any of that listed issuers quoted financial products; or
- d. pass on the material information to anyone else, including colleagues, family or friends, knowing (or where you ought to have known) that the other person will use that information to trade, continue to hold, or advise or encourage someone else to trade, or hold, any of that listed issuers quoted financial products.

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 the Company, for any loss suffered as a result of illegal trading.

5.2. The prohibitions apply regardless of how you learn of the information, and regardless of why you are trading.

5.3. “**Material information**” is information that:

- a. is not generally available to the market; and
- b. if it were generally available to the market, would have a material effect on the price of the quoted financial products to which it relates.

5.4. It does not matter how you come to know the material information (including whether you learn it in the course of carrying out your responsibilities, or in passing in the corridor, or in a lift, at a social function or in your non-work activities).

5.5. Information is generally available to the market if it has been released as an NZX announcement, or investors that commonly invest in the Company’s Restricted Securities can readily obtain the information (whether by observation, use of expertise, purchase or other means).

5.6. Information includes rumours, matters of supposition, intentions of a person (including the Company), and information concerning a proposal, which is insufficiently definite to warrant disclosure to the public.

5.7. Examples of material information include (but are not limited to) information concerning:

- a. the financial performance of a listed issuer;
- b. a possible change in the strategic direction of a listed issuer;
- c. the introduction of an important new product or service;
- d. a possible acquisition or sale of any assets or company by a listed issuer the Company;
- e. entry into or the likely entry into or termination or likely termination of material contracts or other business arrangements which are not publicly known;
- f. a possible change in a listed issuer’s capital structure;
- g. a change in the historical pattern of dividends;
- h. senior management changes;

- i. a material legal claim by or against a listed issuer; or
- j. any other unexpected liability.

## 6. Confidential information

- 6.1. In addition to the restrictions set out in clause 5, all Directors and Employees have duty of confidentiality to the Company. This duty of confidentiality will continue to apply, even if the Director or Employee ceases to hold office with or be employed the Company.
- 6.2. You must not reveal any confidential information concerning the Company to a third party (unless that third party has signed a confidentiality agreement with the Company and you have been authorised to disclose the confidential information), or to use confidential information in any way which may injure or cause loss to the Company, or use confidential information to gain an advantage for yourself. You should ensure that external advisers keep Company information confidential.

## 7. Market manipulation

- 7.1. Engaging in behaviour which constitutes “market manipulation” is prohibited by the Financial Markets Conduct Act 2013 (“FMCA”). Penalties for breaching the market manipulation provisions contained in the FMCA may include criminal liability, fines and imprisonment.
- 7.2. It is possible to commit market manipulation inadvertently, for example, in circumstances where a person *ought to have known* that their behaviour could be construed as market manipulation. As such Directors and Employees should:
  - a. familiarise themselves with types conduct which could be considered market manipulation; and
  - b. take active steps to avoid disseminating information or trading securities in ways which could be construed as market manipulation.
- 7.3. The types of behaviour which could be categorised market manipulation include:
  - a. **Misleading information:** you must not make a statement or disseminate information concerning a listed issuer if this is materially false or misleading, where that statement would likely affect a person’s decision to trade or exercise a voting right (including abstentions from doing so).
  - b. **Misleading trading:** you must not do, or omit to do, anything which will have (or will likely have) the effect of creating a misleading appearance of supply, demand, price or value of a listed issuers financial products. This could include:
    - i. **Wash trades:** sale and purchase of financial products where there is no change in actual ownership of the security, e.g. from one company to another, where both companies are owned or controlled by the same person
    - ii. **Improper matched orders:** transactions where both buy and sell orders are entered at the same time, with the same price and quantity by different colluding parties.

- iii. **Advancing the bid:** increasing the bid for a financial product to increase its price.
  - iv. **Marking the close:** buying or selling financial products at the close of market in order to affect the closing price of the financial product concerned.
  - v. **Pump and dump:** engaging in buying activity which results in increasingly higher prices for financial products, followed by selling the financial products at the higher prices.
- 7.4. If you are in doubt as to whether your communications or trading activity could be construed as market manipulation, you should consult the MD before trading or sharing information concerning any listed issuer (including the Company) with external parties.
- 8. Trading restrictions**
- 8.1. The persons to whom this policy applies are not permitted to trade any Restricted Securities (unless the Board provides a specific exemption) at any time during the following periods ("**Black Out Periods**"):
- a. 2 weeks before the Company's half-year end until the end of trading on the day the Company's half-year results are released (inclusive); and
  - b. 2 weeks before the Company's year-end until the end of trading on the day the Company's full year results are released (inclusive), and
  - c. Any other period determined by the Board.
- 8.2. Before trading in Restricted Securities, at any time, the persons to whom this policy applies must request approval by, in writing:
- a. notifying the CFO of their intention to trade in Restricted Securities, and seek consent to do so on the form set out in the appendix to this policy;
  - b. confirming that they do not hold material information; and
  - c. confirming that there is no known reason to prohibit trading in any Restricted Securities.
- 8.3. Subject to paragraphs 8.4 and 8.5, the CFO will refer the request to the MD who will review the Director's or Employee's request and may approve the trade.
- 8.4. If a Director makes a request for consent, the MD will consult with the Chairperson of the Board before approving or rejecting the trade. If the Chairperson of the Board makes a request for consent, the MD will consult with the Chairperson of the Audit and Risk Committee before approving or rejecting the trade.
- 8.5. If the MD makes a request for consent, the Chairperson will review the MD's request for consent and may approve the trade.
- 8.6. Trading approved in accordance with clause 8.2 must be completed within 10 working days. If not completed in that period a new approval must be obtained. An approval may be revoked at any time prior to trading. Approvals are deemed revoked if a Director or Employee becomes aware of material information prior to trading. If a request to trade is declined, you must keep that confidential.

- 8.7. Directors and Employees should not buy and sell Restricted Securities within a 3 month period except in exceptional circumstances as approved by the MD. Short term trading can be a key indicator of insider trading, particularly if undertaken on a regular basis or in large amounts. Therefore, to reduce the risk of an allegation of insider trading, Restricted Securities should not be traded on a short-term basis.
- 8.8. On completion of the approved trade the Director or Employee must promptly confirm the details to the CFO. Directors and Employees must disclose relevant interests in financial products in accordance with subpart 6 of part 5 of the FMCA (as applicable). The CFO can assist with making the disclosure on a director's or employee's behalf. However, it is the Director's or Employee's responsibility to ensure that disclosure is made on time and in the correct form
- 8.9. The trading restrictions in this clause 8 do not apply to:
- a. acquisitions and disposals by gift or inheritance; or
  - b. acquisitions through an issue of new listed securities, such as an issue of new shares on the exercise of options, under a rights issue, or a dividend reinvestment plan.

## 9. Breaches of policy

- 9.1. Strict compliance with this policy is a condition of employment, both within the GFI Group and on the Board. All suspected breaches of this policy should be reported to a member of the MD or Chairman. The identity of anyone making such a report will be protected at all stages in the course of any internal investigation. Any determined breaches of this policy will be subject to disciplinary action, which may include immediate termination of employment.
- 9.2. The Board has an obligation to report any breaches of this policy to NZX as soon as practicable after becoming aware of the breach.
- 9.3. The Company may monitor the trading of Restricted Securities of Directors and Employees as part of the administration of this policy.

## 10. Glossary

- 10.1. In this document:

**Board** means the board of directors of the Company;

**Board Charter** means the board charter adopted by the Board from time to time;

**CFO** means the Chief Financial Officer of the Company;

**Chairperson** means the chairperson of the Board;

**Code of Ethics** means the code of ethics adopted by the Board from time to time.

**Company** means Greenfern Industries Limited;

**Constitution** means the constitution of the Company as from time to time adopted by the Company;

**Director** means a Director of the Company, including members of Board committees and (where the context permits) directors of all members of the GFI Group;

**Employee** means an employee of GFI Group and includes secondees, contractors and consultants of the GFI Group;

**FMCA** means the Financial Markets Conduct Act as amended from time to time;

**GFI Group** means the Company and its subsidiaries.

**GFI securities** means Equity Securities issued by the Company;

**Governance Documents** means the Code of Ethics, Board Charter, the charter adopted by each standing Board Committee, the Risk Management and Compliance Framework and all policies and procedures adopted by the Board;

**Interests** means interests requiring disclosure under section 140 of the Companies Act;

**Listing Rules** means the NZX Listing Rules in force from time to time.

**Material Information** has the meaning ascribed by Section 231 of the Financial Markets Conduct Act 2013;

**MD** means the Managing Director of the Company;

**Restricted Securities** means all quoted financial products issued by the Company and includes:

- a. ordinary shares, warrants or convertible notes issued by the Company; and
- b. quoted derivatives in respect of those financial products; and

**Risk Management and Compliance Framework** means the risk management and compliance framework adopted by the Board from time to time.

10.2. In this document all terms defined in the FMCA or Takeovers Act have (unless the context requires otherwise) the meanings ascribed to them in those Acts, as amended from time to time.

## Appendix to Financial Products Dealing Policy

(form of request for approval to trade)

### Request for Consent To Trade In Listed Securities

**To:** The Chief Financial Officer, Greenfern Industries Limited

In accordance with the Company's Financial Products Dealing Policy, I request the Company's consent be given to the following proposed transaction to be undertaken either by me or persons associated with me. I acknowledge the Company is not advising or encouraging me to trade or hold financial products and does not provide any financial product recommendations.

<b>Name:</b>	
<b>Name of registered holder transacting (if different):</b>	
<b>Address:</b>	
<b>Position:</b>	
<b>Description and number of Restricted Securities:</b>	GFI
<b>Type of proposed transaction:</b>	Purchase/sale/other (specify)
<b>To be transacted:</b>	On NZX/off-market trade/other (specify)
<b>Likely date of transaction (on or about):</b>	

I declare that I do not hold information which:

- is not generally available to the market at the time of trading; and
- would have a material effect on the price of the Company's Restricted Securities if it were generally available to the market.

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

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

The Company hereby **does/does not** consent to the proposed transaction described above. Any consent is conditional on the proposed transaction being completed within the allowable timeframe specified in this policy and in compliance with the Company's Financial Products Dealing Policy.

\_\_\_\_\_  
Signature:  
Chair/MD on behalf of Greenfern Industries Limited

\_\_\_\_\_  
Date