

SCOTT TECHNOLOGY LIMITED FINANCIAL PRODUCT TRADING POLICY

The policy in short...

- Insider trading in Scott financial products is prohibited at all times.
- If you hold 'material information' about Scott or its financial products you cannot trade in Scott financial products or pass on that information.
- 'Restricted persons' must obtain consent to trade in Scott financial products, and may not trade during the specified 'blackout periods'

If you don't understand any part of this policy, please contact the Scott CFO before trading in any Scott shares or other financial products

Overview

Scott Technology Limited (Scott) supports the integrity of New Zealand's financial markets. This integrity is maintained, in part, through the insider trading laws that apply in New Zealand.

The policy outlines how those laws apply, as well as the rules that Scott has put in place to enable those laws to be followed.

The requirements in this policy are separate from (and in addition to) the legal prohibitions on insider trading in New Zealand and any other country where Scott's financial products may be listed in the future.

Who Does This Policy Apply To?

This policy applies to all Directors, officers and employees of Scott Technology Limited and its subsidiaries who intend to trade in Scott Technology Limited's quoted financial products. In this policy 'trade' includes buying or selling Scott financial products, or agreeing to do so, whether as principal or agent, but it does not include subscription for, or the issue of, new securities or acquisitions / disposals of Scott financial products by gift or inheritance.

In addition to this Policy and Guidelines, further more specific and stringent rules also apply to trading in Scott Technology Limited's securities by Directors and certain employees who are more likely to be exposed to material information relating to Scott. These people are known as **Restricted Persons**.

What Financial Products are Covered by this Policy?

This document details Scott Technology Limited's policy on, and rules for, dealing in the following financial products (**Restricted Securities**).

- Scott Technology Limited ordinary shares which are listed and traded on the NZX Main Board (NZX:SCT).
- Any other quoted financial products of Scott Technology Limited or its subsidiaries and derivatives of any quoted financial products in respect of Scott Technology Limited.

Fundamental Rule – Insider Trading is Prohibited at all Times

If you possess “material information” (refer to definition below), then **whether or not** you are a Restricted Person below, you must not:

- Trade Restricted Securities;
- Advise or encourage others to trade, or hold any Restricted Securities; or
- Pass on the material information to others

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

The prohibition on insider trading applies not only to information concerning Scott Technology Limited’s financial products. If a person has material information in relation to quoted financial products of another issuer (including derivatives in respect of such quoted financial products), that person must not trade in those financial products.

Insider Trading Laws

If you have any **material information**, it is illegal for you to:

- Trade Scott Technology Limited’s financial products;
- Advise or encourage another person to trade or hold Scott Technology Limited’s financial products;
- Advise or encourage a person to advise or encourage another person to trade or hold Scott Technology Limited’s financial products; or
- 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, Scott Technology Limited’s 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 Scott Technology Limited, for any loss suffered as a result of illegal trading.

Confidential Information

In addition to the above, you also have a duty of confidentiality to Scott Technology Limited. You must not reveal any confidential information concerning Scott Technology Limited to a third party (unless that third party has signed a confidentiality agreement with Scott Technology Limited 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 Scott Technology Limited, or use confidential information to gain an advantage for yourself. You should ensure that external advisers keep Scott Technology Limited information confidential.

What is “Material Information”?

“Material information” is information that:

- Is not generally available to the market; and
- If it were generally available to the market, would have a material effect on the price of Scott Technology Limited’s quoted financial products.

Information is generally available to the market if it has been released as an NZX announcement, or investors that commonly invest in Scott Technology Limited's quoted financial products can readily obtain the information (whether by observation, use of expertise, purchase or other means).

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, or at a social function).

Information includes rumours, matters of supposition, intentions of a person (including Scott Technology Limited), and information which is insufficiently definite to warrant disclosure to the public.

What are Some Examples of Material Information?

The following list is illustrative only and does not limit what else might also be material information. Material information could include any of the following types of information:

- The financial performance of Scott Technology Limited;
- A possible change in the strategic direction of the Scott Technology Limited;
- The introduction of an important new product or service;
- A possible acquisition or sale of any assets or company by Scott Technology Limited;
- Entry into, or the likely entry into, or termination or likely termination of material contracts or other business arrangements which are not publicly known;
- A possible change in Scott Technology Limited's capital structure;
- A change in the historical pattern of dividends;
- Senior management changes;
- A material legal claim by or against the Scott Technology Limited; or
- Any other unexpected liability which has not been released to the market.

Exceptions

This policy does not apply to:

- Acquisitions and disposals by gift or inheritance;
- 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.

Short Term Trading Discouraged

You should not engage in short term trading (the buying or selling of quoted financial products within a 6 month period), unless there are exceptional circumstances discussed with and approved by the Chief Financial Officer.

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, do not trade listed securities on a short-term basis.

If in Doubt, Don't Trade

The rules contained in this policy 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. If in doubt, don't trade.

Breaches of Policy

Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

Monitoring of Trading

Scott Technology Limited may monitor the trading of Directors and employees as part of the administration of this policy.

Application of Policy

The Board of Scott Technology Limited has approved this policy. The Board may approve updates, amendments to and exemptions to this policy from time to time, which may be implemented by written notice to you or by posting on Scott Technology Limited's intranet.

To the extent of any inconsistency with any previous policy or rules relating to this subject matter, this policy prevails over them.

Ownership and Review

Approver:	Scott Technology Board
Reviewer:	Scott Technology Board
Ownership:	Chief Financial Officer
Review:	Annual or as necessary
Last Review:	July 2018

ADDITIONAL TRADING RESTRICTIONS FOR RESTRICTED PERSONS

Persons Covered by Restricted Securities Trading Restrictions

The additional trading restrictions set out below apply to:

- All Directors;
- The Managing Director, Chief Executive and all senior officers (all Managing Director direct reports and those directly reporting to them);
- All members of the Scott Technology finance team;
- Trusts and companies controlled by such persons; and
- Anyone else notified by the Chief Financial Officer from time to time.

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

Additional Trading Restrictions for Restricted Persons (Black-Out Period)

Restricted Persons are prohibited from trading in any Restricted Securities during the following specific “black-out” periods:

- 30 days prior to Scott Technology Limited’s half-year balance date, until the first trading day after the half-year results are released to NZX;
- 30 days prior to Scott Technology Limited’s year end balance date, until the first trading day after the full-year results are released to NZX; and
- 30 days prior to release of a prospectus for a general public offer of the same class of Restricted Securities.

Restricted Persons are not permitted to trade any Restricted Securities during a black-out period unless Scott Technology Limited’s Board provides a specific exemption.

Please note that if you hold material information you must not trade Restricted Securities at any time – regardless of these periods.

Requirements Before Trading

Before trading in Restricted Securities, at any time, Restricted Persons must, in writing:

- Notify Scott Technology Limited’s Chief Financial Officer* of their intention to trade in securities, and seek consent to do so (using the [Request for Consent to Trade in Listed Securities](#) form attached);
- Confirm that they do not hold material information; and
- Confirm that there is no known reason to prohibit trading in any Restricted Securities.

A consent is only valid for a period of 10 trading days after notification. A consent is automatically deemed to be withdrawn if the person becomes aware of material information prior to trading.

* In the case of the Scott Technology Limited Chief Financial Officer, he or she must seek consent to trade from the Scott Technology Limited CEO. The Scott Technology CEO and any Scott Technology Limited Director (other than the Chairman) must seek consent to trade from the Scott Technology Limited Chairman. The Scott Technology Limited Chairman must seek consent to trade from two other Scott Technology Limited Directors.

Requirements After Trading

A Restricted Person must advise the Chief Financial Officer promptly following completion of any trade, and the Restricted Person must comply with any disclosure obligations it has under the Financial Markets Conduct Act 2013 (including disclosure of relevant interests in quoted financial products by Director and senior managers of listed issuers).

REQUEST FOR CONSENT TO TRADE IN LISTED SECURITIES

To: The Chief Financial Officer, Scott Technology Limited

In accordance with Scott Technology Limited's Financial Product Trading Policy, Additional Trading Restrictions for Restricted Persons, I request Scott Technology Limited's consent be given to the following proposed transaction to be undertaken either by me or persons associated with me, within 10 trading days of approval being given. I acknowledge Scott Technology Limited is not advising or encouraging me to trade or hold securities and does not provide any financial product recommendation.

Name:

Name of registered holder transacting (if different):

Address:

Position:

Description and number of financial product:

Type of proposed transaction: Purchase/sale/other (specify)

To be transacted: On NZX/off-market trade/other (specify)

Likely date of transaction (on or about):

I declare that I do not hold information which:

- Is not generally available to the market; and
- Would have a material effect on the price of Scott Technology Limited's quoted financial products if it were generally available to the market.

I know of no reason to prohibit me from trading in Scott Technology Limited's listed securities and certify that the details given above are complete, true and correct.

Signature

Date

Scott Technology Limited hereby **consents / does not consent** to the proposed transaction described above. Any consent is conditional on the proposed transaction being completed within 10 trading days of the date of this consent, and in compliance with Scott Technology Limited's Financial Product Trading Policy and Additional Trading Restrictions for Restricted Persons.

Name:
on behalf of Scott Technology Limited

Date