



NEIMETH INTERNATIONAL PHARMACEUTICALS PLC.

SECURITIES TRADING POLICY

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1. INTRODUCTION

In accordance with Rule 17.15: Disclosure of Dealings in Issuers' Shares, Rulebook of Nigerian Exchange Limited 2015 (Issuers' Rules), every Issuer shall establish a Securities Trading Policy which shall apply to all employees and directors that may at any time possess any inside or material information about the Issuer.

It is pursuant to the above mentioned Issuers' Rule that Neimeth International Pharmaceuticals Plc. ("Neimeth" or "the Company") hereby issues this Securities Trading Policy (The Policy).

2. OBJECTIVE

This Policy is designed to ensure compliance with the Issuers' Rule with respect to dealings in the Company's shares and to ensure that no Insider and their connected persons shall trade in Neimeth's products during closed periods.

3. SCOPE

This policy is applicable to directors and employees of the company who may at any time possess any inside or material information about the company and their connected persons.

4. DEFINITION OF TERMS

4.1 **Products** – This includes securities, shares, stock units of a unit trust, debentures and bonds.

4.2 **Inside Information** – this is information related to the Company or the Company's products, directly or indirectly, which is not published, and the disclosure of which may have a substantial effect on the price of its listed or traded securities or derivative instruments connected to those products. The information is of a precise nature which is specific to the Company and is likely to have a significant effect on the price of the shares if it were generally available.

4.3 **Insider** – this is an individual:

4.3.1 Who is connected with the Company in one of the following capacities:

4.3.1.1 A director of the Company or a related Company;

4.3.1.2 An officer of the Company or a related Company;

4.3.1.3 An employee of the Company or a related Company

4.3.1.4 A person involved in a professional or business relationship with the Company;

4.3.1.5 A Shareholder who owns 5% or more of any class of securities or any person who can be deemed to be an agent of any of the above listed persons; and

4.3.1.6 Members of the Audit Committee.

- 4.3.2 Who by virtue of having been connected with the Company as mentioned in paragraph '4.3.1' above, has obtained unpublished price sensitive information in relation to products of the Company.
- 4.4 Connected persons – This includes an Insiders/individual's spouse, relative or the spouse of a relative and other close dependants.
- 4.5 **Closed Period** – Any period during which trading is restricted, such as the time of:
 - 4.5.1 Declaration of Financial results (quarterly, half-yearly and full year);
 - 4.5.2 Declaration of dividends (interim and final);
 - 4.5.3 Issue of products by way of public offer or rights or bonus, etc.;
 - 4.5.4 Any major expansion plans or winning of bid or execution of new projects e.g Amalgamation, mergers, takeovers and buy-back;
 - 4.5.5 Disposal of the whole or a substantial part of the undertaking;
 - 4.5.6 Any changes in policies, plans or operations of the Company that are likely to materially affect the prices of the products of the Company;
 - 4.5.7 Disruption of operations due to natural calamities;
 - 4.5.8 Litigation/dispute with a material impact;
- 4.6 **Open period** - Any period when Insiders of the Company and their connected persons are free to deal in any transaction involving the purchase or sale of the Issuer's products.
- 4.7 **Price Sensitive Information** –This includes:
 - 4.7.1 Changes in the Directorate of the Issuer;
 - 4.7.2 The death, resignation, dismissal or appointment of a principal officer;
 - 4.7.3 Change in the Accounting year end;
 - 4.7.4 Annual and Interim Results or any recommendation or decision that dividends or scrip issues will or will not be made;
 - 4.7.5 Profit warnings or a change in the financial forecast or expectation;
 - 4.7.6 Proposed capital raising or restructuring exercise or changes in the capital structure;
 - 4.7.7 Giving or receiving a notice of intention to make a takeover or mergers, or acquisitions or tender offers or divestments;
 - 4.7.8 Any proposed change in the business model or general character or nature of the business of the company or of the group;
 - 4.7.9 Major new developments in the Issuer's sphere of activities including major new products, contract awards and expansion plans;
 - 4.7.10 Any change in voting control or in beneficial ownership of the securities carrying voting control;
 - 4.7.11 Items of unusual or non-recurrent nature;
 - 4.7.12 Any proposed alteration of the Memorandum or Articles of Association;

- 4.7.13 Any other information necessary to enable shareholders to appraise the position of the company and to avoid the establishment of a false market in the shares of the company.

5. NOTICE OF TRANSACTIONS IN THE COMPANY'S PRODUCTS

All Insiders and their connected persons shall notify the Company in writing through the Company Secretary of the occurrence of all transactions conducted on their own account in the shares of the Company on the day on which the transaction occurred and the Company shall maintain a record of such transactions which shall be provided to The Exchange within two business days of The Exchange making a request in that regard and in the case of the Securities & Exchange Commission, no later than 48 hours after such activity.

6. TRADING AT CLOSED PERIOD

- 6.1 No Insider of Neimeth and their connected persons shall deal in the products of Neimeth when the trading window is closed, i.e. the period prior to declaration of price sensitive information, which is a particularly sensitive period for transactions in the company's securities, up to 24 hours after such price sensitive information is disclosed to the public.
- 6.2 Notice of closed periods shall be given by the Company Secretariat to members of the Board, senior management and other Insiders a week prior to each closed period for the purpose of ensuring compliance.

7. TRADING AT OPEN PERIOD

All Insiders of Neimeth and their connected persons shall conduct all their dealings in the products of Neimeth only during the open period and shall not deal in any transaction involving the purchase or sale of the Issuer's securities during closed periods or during any other period as may be specified by the Exchange from time to time.

8. PERIOD OF CLOSURE

- 8.1 The period of closure shall be effective from:
- 8.1.1 the end of the financial period in review (quarterly, half-yearly, and full year); or
- 8.1.2 fifteen (15) calendar days prior to the date of any meeting of the Board of Directors proposed to be held to consider any of the matters referred to in paragraph 4.5 above, or the date of circulation of the agenda and Board papers pertaining to any of the matters referred to above, whichever is earlier, except for the declaration of financial results and dividends which shall be treated under paragraph 8.1.1 above.

- and up to twenty-four (24) hours after the price sensitive information is submitted to The Exchange via its Issuers' Portal. The trading window shall thereafter be opened.
- 8.2 The Company shall notify the Exchange of the commencement of each closed period.

9. DISCLOSURE OF COMPLIANCE

The Company shall disclose in its interim reports and Corporate Governance Report contained in its annual report the adoption of a Securities Trading Policy and whether the Company has adopted a code of conduct regarding securities transactions by its directors on terms no less exacting than the required standard set out in the NGX Rules and whether having made specific enquiry of all its directors, they have complied with the standards in the listing rules and code of conduct regarding securities transactions by directors.

10. CONFIDENTIALITY REQUIREMENT

Neimeth may give information in strict confidence to its external advisers and to persons with whom it is negotiating with a view to carrying out a transaction or raising finance. In such cases, Neimeth must advise, in writing, the recipients of such information that it is confidential and constitutes inside information as defined in the Investments and Securities Act and that the recipients should not deal in the Company's securities before the information has been made available to the public.

11. POLICY BREACH

- 11.1 Any breach of this policy must be immediately advised to the MD/CEO, who, in turn, will report the breach to the Board.
- 11.2 A breach of this policy may lead to disciplinary action, which may include termination of employment or resignation from the Board in the case of a Director.
- 11.3 A breach of this Policy may have other more serious consequences, including individual criminal and civil liability.

12. EXCEPTIONAL CIRCUMSTANCES & PROCEDURE

- 12.1 Neimeth shall not suspend a closed period after it is announced. However, with the prior approval of the Exchange, trading may be permitted during a closed period only:
- 12.1.1 To execute transactions pursuant to statutory or regulatory obligations or court orders;
- 12.1.2 To exercise stock options under a pre-existing employee stock option scheme; and
- 12.1.3 To execute large volume trades or block divestments between Insiders only.

- 12.2 The Exchange may refuse to grant approval for trading during a closed period, where it considers that such a trade if allowed will interfere with the fair and orderly functioning of its market.

13. POLICY RESPONSIBILITY

Strict compliance with this policy is mandatory, such that every Insider and their related persons are responsible for adhering to this policy. However, the Company Secretary has responsibility for monitoring and implementing the Policy and to report the outcome of such monitoring to the MD/CEO.

14. ACCESSIBILITY TO POLICY

This Policy shall be made available:

- i. In the Company's internal communications.
- ii. On the Company's website (www.neimethplc.com.ng)

15. AMENDMENT/REVIEW

Neimeth reserves the right to amend/review this policy every two (2) years or any earlier period as the need may arise; and to communicate any amendment by posting same on the Company's website (www.neimethplc.com.ng)