

POLICY FOR TRADING IN COMPANY SECURITIES

STRUCTURAL MONITORING SYSTEMS PLC ("COMPANY")

Directors, officers and employees¹ who wish to trade in Company securities must first have regard to the statutory provisions of the Corporations Act dealing with insider trading.

Insider trading is the practice of dealing in a company's securities (ie. shares or options) by a person with some connection with a company (eg. an employee) in possession of information generally not available to the public, but may be relevant to the value of the company's securities or may influence a person's decision to transact in the company's securities. It may also include the passing on of this information to another. **Legally, insider trading is an offence which carries severe penalties, including imprisonment.**

Insider Trading Prohibition

In summary, directors, officers and employees of the Company must not, whether in their own capacity or as an agent for another, subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any securities (ie. shares or options) in the Company, or procure another person to do so:

1. if that director, officer or employee possesses information that a reasonable person would expect to have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities in the Company if the information was generally available;
2. if the director, officer or employee knows or ought reasonably to know, that:
 - (a) the information is not generally available; and
 - (b) if it were generally available, it might have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities in the Company; and
 - (c) without first seeking and obtaining written acknowledgement from the Chair.

Further, directors, officers and employees must not either directly or indirectly pass on this kind of information to another person if they know, or ought reasonably to know, that this other person is likely to deal in the securities of the Company or procure another person to do so.

¹ In this policy references to directors, officers and employees includes all associates of the directors, officers and employees.

Blackout Period

In addition to the prohibitions on insider trading set out in the Corporations Act, the Company requires that directors, officers and employees must not trade within five trading days immediately preceding and 24 hours immediately following the release of the Company's quarterly, half year and annual financial accounts.

A person may trade in the Company's securities inside of the blackout period described above in the following circumstances:

1. the Chair approves the trade by a Director or officer upon the director or Officer satisfying the Chair that they do not possess unpublished price sensitive information about the Company and a failure to trade in the Company's securities would result in exceptional circumstances such as financial hardship;
2. the Managing Director approves the trade by the Chair upon the Chair satisfying the Managing Director that they do not possess unpublished price sensitive information about the Company and a failure to trade in the Company's securities would result in exceptional circumstances such as financial hardship;
3. the Managing Director approves the trade by an employee upon the employee satisfying the Managing Director that they do not possess unpublished price sensitive information about the Company and a failure to trade in the Company's securities would result in exceptional circumstances such as financial hardship;
4. where the trade is part of a managed securities portfolio where the person is not in a position to influence choices in the portfolio; and
5. where the trade results from a dividend reinvestment plan where the person has given ongoing instructions to reinvest dividends.

The Company wishes to encourage directors and officers to defer trades if an announcement of a major event or the release of price-sensitive information is likely to occur shortly after a proposed trade, even if it is outside the black out period.

Clearance Prior to Trading

Directors, officers and employees must not trade in the Company's securities without first obtaining clearance before commencing the transaction from:

1. in the case of employees, the Managing Director or in his absence, the Company Secretary;
2. in the case of a director, or their associates (including spouses and de facto spouses or the director's parents or children), the Chairman or in his absence, the Managing Director;

3. in case of the Managing Director, the Chairman or, in his absence, the Chairman of the Audit Committee; or
4. in the case of the Chairman, the Chairman of the Audit Committee.

Prohibited Transactions

Directors, officers and employees must not enter into transactions or arrangements which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining written acknowledgement from the Chair.

Executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements.

Notification

Directors must disclose details of changes in securities of the Company they hold (directly or indirectly) to the company secretary as soon as reasonably possible after the date of the contract to buy and sell the securities ("**Contract Date**") but in any event:

1. no later than 3 business days after the Contract Date; or
2. if you begin to have or cease to have a substantial shareholding or there is a change in your substantial holding, the business day after the Contract Date.

Directors are referred to the Company's *Director's Disclosure Obligations* document and *Director's Declaration of Interest Form*. The company secretary is to maintain a register of notifications and acknowledgements given in relation to trading in the Company's securities. The company secretary must report all notifications of dealings in the Company's securities to the next board meeting of the Company.

Directors are reminded that it is their obligation under section 205G of the Corporations Act to notify the market operator within 14 days after any change in a director's interest.

Breaches

Breach of the insider trading prohibition could expose you to criminal and civil liability. Breach of insider trading law or this Policy will be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

This Policy does not contain an exhaustive analysis of the restrictions imposed on, and the very serious legal ramifications of, insider trading. Directors, officers and employees who wish to obtain further advice in this matter, are encouraged to contact the company secretary.

This Policy also applies to the Company's related entities.

SUMMARY OF POLICY FOR TRADING IN COMPANY SECURITIES

The board has adopted a Policy which prohibits dealing the Company's securities by directors, officers and employees when those persons possess inside information. The Policy also contains a blackout period within which directors, officers and employees are prohibited from trading. Directors, officers and employees are required to obtain clearance prior to trading.