



Securities Trading Policy

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1. *Purpose*

This document defines the Company's Securities Trading Policy for all Genetic Technologies Ltd (GTG) Directors and employees to adhere to.

2. *Scope*

This policy applies to all Directors and employees of the company, and its related companies, and any contractors and consultants designated by the Company Secretary as being likely to have insider information about the Company's operations.

3. *Responsibilities*

It is the responsibility of all GTG employees, including Directors, to have read and understood this policy. It is the responsibility of Management to ensure that employees understand this policy and adhere to the outlined terms and conditions as specified in Section 6.

4. *References*

GTG shall comply with all applicable laws in executing this policy, including:

- Corporations Act 2001
- ASX Corporate Governance Guidelines
- ASX Listing Rules
- NASDAQ Marketplace Rules
- Sarbanes-Oxley Act of 2002

5. *Definitions*

Securities	Fully paid ordinary shares in the capital of GTG and associated American Depositary Receipts (ADRs)
NASDAQ	National Association of Securities Dealers Automated Quotation
ASX	Australian Securities Exchange



6. Policy

The Company's Securities Trading Policy (the "Policy") regulates dealings by Directors, Officers and employees and other designated people, in securities issued by the Company and any financial products which may be created over those securities by third parties. It also covers companies and other trading entities owned or controlled by such parties.

Furthermore, the Policy imposes basic trading restrictions on all Directors and employees of the Company and its related companies and any contractors and consultants designated by the Company Secretary as being likely to have insider information about the Company's operations. Additional restrictions are also imposed on:

- all Directors and the Chief Executive Officer;
- all Executives reporting directly to the Chief Executive Officer;
- any other employees of the Company designated by the Company Secretary from time to time.

6.1 General restrictions when in possession of insider information

6.1.1 Insider trading laws

Insider trading laws cover all Directors and employees of the Company and any other insiders. If a person is in possession of any unpublished price-sensitive information, it is a criminal offence to take advantage of that information for personal gain or for the benefit of an associate. Price-sensitive information is any information which, if it were generally available, a reasonable person would expect it to have a material effect on the price of the Company's securities, or would be likely to influence a person in deciding whether to buy or sell the Company's securities.

6.1.2 Confidential information

Employees and Directors also have a duty of confidentiality to the Company. A person must not reveal any confidential information concerning the Company, use that information in any way which may cause loss to the Company, or use that information to gain an advantage for themselves or anyone else.



6.2 Additional trading restriction for Directors and some employees

Additional restrictions on trading in the Company's securities apply to Directors of the Company, all Executives reporting directly to the Chief Executive Officer and any other employees of the Company considered appropriate by the Company Secretary from time to time ("Restricted Persons"). Restricted Persons generally hold positions where it can be assumed that they will have inside information regarding the Company. Restricted Persons also includes persons and entities defined as associates by the *Corporations Act 2001*. Accordingly, additional restrictions apply for any proposed trading in shares by Restricted Persons during nominated "Closed Periods". The closed periods generally apply to the period immediately preceding periodic and continuous disclosure.

Restricted Persons are prohibited from trading in the Company's securities during the following designated closed periods:

- January and February
- July and August

In exceptional circumstances, clearance may be given for a Restricted Person to sell (but not to purchase) securities when they would otherwise be prohibited from doing so but not while there exists any matter which constitutes unpublished price-sensitive information in relation to the Company's securities.

6.2.1 Exceptions

The matters referred to in paragraphs 8 and 9 of ASX Guidance Note 27 are exceptions to, and excluded from the restrictions, set out in this policy.

6.3 Requirements before trading

At least two business days before trading, or giving instructions for trading in the Company's securities, a Director must:

- notify the Chairman of his intention to trade;
- confirm that he does not hold any inside information;
- have been advised by the Chairman that there is no reason to preclude him/her from trading in the Company's securities as notified; and



- have complied with any conditions on trading imposed by the Chairman (including, for example, any time limits applicable to the clearance).

In the case of the Chairman intending to trade in the Company's securities, he/she must notify and obtain clearance in writing from the Board at least two business days before trading, or giving instructions for trading.

In the case of any other Restricted Person, at least two business days before trading he/she must notify and obtain clearance in writing from the Company Secretary.

6.4 **Using the Company's securities for the purposes of securing a loan**

In light of guidance released by the ASX in February 2008 in relation to Margin Loans, no Restricted Person shall be permitted to use any of the Company's securities which may be owned by him/her as security for any form of loan if the terms and conditions under which the loan has been made could, in the event of a "call", result in any party selling such securities during a Closed Period.

6.5 **Notification of trading**

Subject to any other part of this policy, Directors must notify the Company Secretary of any dealings in the Company's securities immediately any such dealings occur.

6.6 **Breaches of policy**

Strict compliance with this policy is a condition of employment or appointment as the case may be.

6.7 **General**

The Company Secretary will notify staff of the beginning of each closed period.

The requirements imposed by this policy are separate from, and additional to, the legal prohibitions in the *Corporations Act 2001* relating to insider trading.

6.8 **Changes to policy**

This policy will be reviewed regularly by the Company's Directors having regard to the changing circumstances of the Company and a copy of the amended policy will be provided to the ASX and the affected persons in writing within five business days of the material changes taking effect.