SHARE TRADING POLICY

CONNEXION MEDIA LIMITED ACN 004 240 313 ("Company" or "CML")

1. WHAT IS THIS POLICY AND WHO DOES IT APPLY TO

The Board of the Company has established the following Share Trading Policy to apply to trading in the CML Securities by its key management personnel (**KMP**).

CML has established this policy in an effort to prevent insider trading in CML Securities. Any queries in relation to this policy should be directed to the Company Secretary.

It is the personal responsibility of each KMP to comply with this policy.

2. KEY DEFINITIONS

CML Securities	Securities issued by the Company.
Confidential Information	Any information in any form whatsoever (including oral, written, and electronic information) of a technical, business, corporate or financial nature of or in relation to a person ("discloser"), its associates, and its business or shareholders, or which the discloser makes a person who receives the information ("recipient") or its agents aware, is considered by it to be confidential and/or proprietary, or which is evident on its face as being confidential and/or proprietary, or which is by its nature confidential.
KMP	Has the same meaning as in the Accounting Standards (AASB 124 Related Party Disclosures) as those persons having authority, responsibility for planning, directing and controlling activities of CML, directly or indirectly, including any Director of CML (whether executive of or otherwise).
Prohibited Period	The whole of year apart from a Trading Window
Related Body Corporate	Has the same meaning as in the Company Constitution and the Corporations Act 2001.
Securities	Shares, securities, interests in a managed investment scheme, options, stock specific derivatives, derivatives (both over the counter and exchange traded), warrants, contracts for difference, bonds, notes, hybrids, debentures, initial public offerings, placements, rights and bonus issues and buy backs, superannuation products, and any other financial product able to be traded on a financial market, both domestically and internationally.
Trading Window	The times when trading by a KMP is permitted, as described in section 5.1

3. INSIDER TRADING PROVISIONS

Under Australian law, if you possess non-public or inside information in relation to a Security that may reasonably be expected to have a material effect on the price or value of that or a related Security, you are regarded as an 'insider' and you must not:

(a) apply for, acquire, dispose of (or enter into an agreement to apply for, acquire or dispose of) those Securities;

(b) procure, incite, induce or encourage another person to apply for, acquire, dispose of (or enter into an agreement to apply for, acquire or dispose of) those Securities; or

(c) directly or indirectly communicate the information or cause the information to be communicated to another person who you know or ought reasonably to know would or would be likely to:

  (i) apply for, acquire, dispose of (or enter into an agreement to apply for, acquire or dispose of) those Securities; or

  (ii) procure, incite, induce or encourage another person to apply for, acquire, dispose of (or enter into an agreement to apply for, acquire or dispose of) those Securities.

A reasonable person would be taken to expect information to have a material effect on the price or value of a Security if the information would or would be likely to influence persons who regularly trade such Securities in deciding whether or not to acquire or dispose of such Securities.

A breach of these rules by an individual or a corporation constitutes insider trading and is punishable by severe penalties (both criminal and civil). The Company may also be liable if a director or employee engages in insider trading. Any perception of improper conduct by directors, senior management and employees of the Company also has the potential to substantially damage the Company's reputation.

Examples of inside information may include the following in respect of a company, scheme or other entity to which a security relates:

(a) proposed action in the form of distribution payments, bonus or new issues;

(b) proposed major purchases or disposals of assets;

(c) unpublished financial results; and

(d) proposed changes to the general character or nature of the business conducted.

4. GENERAL TRADING RULES

As a general policy KMP's:

(a) need to ensure that the market is fully informed before they trade in CML Securities and to protect themselves they should discuss any intended trade of CML Securities with the Chairman and/or Company Secretary at least 24 hours prior to the intended trading occurs; and

(b) are encouraged to be long-term holders of CML Securities and are discouraged from short term trading

Trading by KMP's must be conducted in accordance with the following general rules:

(a) You must not trade or recommend others to trade on the basis of inside information.

(b) You must not procure, incite, induce or encourage another person to trade on the basis of inside information.

(c) You must not directly or indirectly communicate inside information or cause that inside information to be communicated to another person, if you know, or ought reasonably to know, that the other person would, or would be likely to trade or procure another person to trade based on the inside information.

(d) You must put the interests of CML before your own interests.

(e) You must not make use of your position or information acquired by virtue of your position to gain, directly or indirectly, an improper advantage for yourself or for any other person.

(f) You must keep a record of your trading for the purposes of verifying compliance with this policy.

5. SPECIFIC RULES FOR DEALING WITH CML SECURITIES

5.1 Trading Windows

Trading of CML Securities by KMPs is permitted during the following trading windows:

(a) the four week period commencing from the trading day after the release of CML results for the half-year.

(b) the four week period commencing from the trading day after the release of CML results for the full-year,

provided that CML is not considering matters which are subject to Listing Rule 3.1A at that time.

5.2 Excluded Trading

The following trading is specifically excluded from the operation of this policy, and does not require pre-approvals:

(a) transfers of Securities between a KMP and someone closely related to the KMP (such as a spouse, minor, child or trust) or by a KMP to their superannuation fund;

(b) disposal of Securities arising from corporate actions such as the acceptance of a takeover, scheme of arrangement or equal access buy-back;

(c) disposal of Securities that is the result of a secured lender or financer exercising its rights under a margin lending or other secured financing arrangement;

(d) a disposal of rights acquired under a pro-rata issue;

(e) an acquisition of Securities under a pro-rata issue;

(f) an acquisition of Securities under a security purchase plan or a dividend distribution reinvestment plan where:

(i) the KMP did not enter into or amend the plan during a Prohibited Period; and

(ii) this policy does not permit the KMP to withdraw from the plan during a prohibited period except in exceptional circumstances.

(g) an acquisition of Securities under an employee incentive scheme; and

(h) an acquisition or disposal of Securities under a pre-determined investment or divestment plan for which prior written clearance has been provided in accordance with this policy and where:

(i) the KMP did not enter into or amend the plan during a Prohibited Period;

(ii) the plan does not permit the KMP to exercise any discretion over how, when or whether to acquire or dispose of securities; and

(iii) this policy does not permit the KMP to withdraw from the plan during a prohibited period except in exceptional circumstance.

5.3 Exceptional Circumstances

A KMP who is not in possession of inside information and who, due to exceptional circumstances, wishes to trade CML Securities that otherwise would be in breach of this policy requires specific written approval from the Company Secretary which must be obtained prior to any trade being undertaken.

While it is evident that what is exceptional cannot always be specified in advance, possible examples include:

(a) cases of severe financial hardship;

(b) the existence of a Court Order or court enforceable undertaking; or,

(c) an overriding legal or regulatory requirement.

Requests to deal in exceptional circumstances must be made in writing setting out the relevant circumstances and forwarded to the Company Secretary. It is CML's intention that all requests will be answered in writing within 48 hours.

Determination as to whether a KMP's particular circumstances may be deemed exceptional is at the discretion of the Company Secretary having regard to the underlying purpose of this policy. It is up to the individual seeking approval to trade to satisfy the Company Secretary that their circumstances are exceptional and that the proposed trade of the relevant Securities is the only reasonable course of action available. Any clearances to trade that are provided must be in writing and clearly state the period for which the clearance to trade is valid, which will typically be a short period of time reflecting the fact that it is being given to facilitate trading in exceptional circumstances where the KMP would otherwise be included. Electronic clearance via email is acceptable for the purposes of compliance with this policy and the Chairman must keep a record of all approved clearances to trade.

For the avoidance of doubt, a person who possess inside information will be prohibited from trading in Securities even where permission to trade in Securities has been given because of exceptional circumstances.

6. REPORTING

If a KMP becomes aware of circumstances which may appear to an outside observer to indicate that a trade in either CML Securities has taken place that would or may involve a breach of the insider trading laws referred to in this policy, this should immediately be brought to the attention of the Company Secretary, who will give consideration to what steps may be required to address any reputational or other adverse effects on CML.

Directors are required to notify the Company Secretary within 2 days of a change in their beneficial interest in CML Securities. Notification is effected by the Company notifying the ASX in accordance with Listing Rule 3.19A.

Any trading by a Director during a closed period will required the Company to state on the Appendix 3Y whether the trading occurred during a closed period and if prior written clearance was provided and if so on what date.

7. COMPLIANCE

All KMPs will be educated on the contents of this policy on a recurring basis to emphasise the importance of not improperly or inadvertently divulging confidential or inside information, or dealing in CML Securities while in possession of confidential or inside information.

8. POLICY REVIEW

This Policy is subject to annual review by the Board.

In accordance with Listing Rule 12.10, the ASX Market Announcements must be informed of any material changes to this policy within five business days to the change taking effect.