



ETERNA PLC

SECURITIES TRADING POLICY



BACKGROUND:

The Securities Trading Policy ("Policy") of Eterna Plc ("the Company") provides information regarding insider trading provisions in line with the recent amendment of the Listing Rules ("Listing Rules") of the Nigerian Stock Exchange ("Exchange") and the Consolidated Rules and Regulations of the Securities and Exchange Commission ("SEC").

This Policy sets out the standard against which the conduct and performance of Directors, Principal Officers, Employees, persons discharging managerial responsibility, External Advisers of the Company and persons closely connected to them, can be measured in the course of executing securities transactions relating to the Company.

The aim of this Policy is to assist all staff (and more particularly Directors and Management Personnel) to guard themselves against being implicated in conduct which is equivalent to 'insider trading'.

'Insider Trading' occurs when a person or group of persons who are in possession of some confidential and price sensitive information relating to a specific company (e.g. Eterna), which details are not generally available to the public, utilise(s) such information in order to gain an advantage in buying or selling securities for the benefit of him/herself / themselves or any other person(s).

This Policy extends to any contractor, consultant, professional or external adviser engaged by the Company who may in the course of the engagement come in contact with insider information.

Any unauthorized disclosure of insider information to any person in contravention of this Policy carries severe penalties, which may include imprisonment.

Insiders who wish to deal in any of the Company's securities can only do so having regard to the provisions of this Policy and the relevant provisions within the Investments and Securities Act ("ISA").



1 DEFINITIONS AND INTERPRETATION

1.1 In this Policy, unless the context otherwise requires:

“Closed Period” means a period at the time of:

- i. Declaration of Financial results (quarterly, half - yearly and annual) and dividends (interim and final).
- ii. Issue of securities by way of public offer, rights issues, bonuses etc.
- iii. Any major expansion plans or winning of bid or execution of new projects.
- iv. Amalgamation, mergers, takeovers and buy – back.
- v. Disposal of the whole or a substantial part of the undertaking.
- vi. Any changes in policies, plans or operations of the Company that is likely to materially affect the prices of the securities of the Company.

“Connected Person” means:

- (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Any shareholder of the Company with 5 percent or more of any class of securities in the Company.
- (iii) A professional advisor to the Company who has obtained unpublished price sensitive information in relation to the securities of the Company.
- (iv) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
 - (a) A spouse of a principal officer, official or Director;
 - (b) Dependant of a principal officer, official or Director

“Deal or Dealing” means:

- i. Any acquisition or disposal of or agreement to acquire or dispose of any of the Company’s securities.



- ii. Any other right or obligation, present or future, conditional or unconditional to acquire or dispose of any of the Company's securities.

"Directors" means Executive and Non-Executive Directors of the Company.

"Insider" means any person who is:

- i) A connected person;
- ii) A Director of the Company;
- iii) A Principal Officer of the Company;
- iv) An Official of the Company; or
- v) In possession of unpublished price sensitive information that has not been released to the general public;

"Insider Information" means information related to Eterna Plc's securities, 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.

"Officials" includes any Directors, Principal Officers, and Employees of the Company, members of the Audit Committee, persons with managerial responsibility, External Advisers of the Company and persons closely connected to them.

"Price Sensitive Information" means any information which relates directly or indirectly to a Company and which if published is likely to materially affect the price of securities of Company.

"Principal Officers" includes the Chief Executive Officer, Directors, Company Secretary, Internal Auditor, Head, Financial Controls, and their spouse or equivalent, dependent, or holding company or trust.

"Securities" include shares, debentures, bonds and options of the Company;



2 POLICY GUIDELINES

- 2.1 Eterna Plc shall maintain a list of Employees that have access to material financial information of the Company.
- 2.2 The Securities Trading Policy shall apply to all Insiders of the Company.
- 2.3 The Company shall publicize its Securities Trading Policy in its internal communications, on a regular basis, and place a copy of the same on its website.
- 2.4 The Company shall establish effective arrangements to deny access to insider information to persons other than those who require access to it for the exercise of their functions within the Company.
- 2.5 All Directors, principal officers, officials, insiders, persons discharging managerial responsibility and persons closely connected to them such as their spouses 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 in which the transaction occurred and the Company shall maintain a record of such transactions which shall be provided to the Nigerian Stock Exchange within two business days of the Exchange making a request in that regard.
- 2.6 The Company shall notify the SEC of the sale of Company shares by Directors and other Insiders, or any purchase of shares in the Company not later than 48 hours after such activity.
- 2.7 No Director, Insider, Principal Officer or Official of the Company and their connected persons shall deal in the securities of the Company when the trading window is closed.
- 2.8 The period of closure shall be effective from:
 - a. 15 days prior to the date of any meeting of the Board of Directors proposed to be held, to consider any of the matters falling under Closed Period as defined above; or
 - b. 15 days immediately preceding the announcement to the Nigerian Stock Exchange of each of the Company's quarterly results; and 24 hours after the release has been made;
 - c. A period of two trading days before and 24 hours after any other Nigerian Stock Exchange announcement by the Company; and



d. Such other periods as the Board may from time to time by notice in writing designate as a closed period.

2.9 Eterna Plc shall notify the Exchange whenever any unusual price movements which cannot be justified by ordinary market conditions occur in the prices or trading volumes of its securities.

2.10 The Company shall upon notification by its Registrars, notify the Exchange of any transaction that brings the beneficial ownership in the Company's shares to 5% or more not later than ten (10) business days after such transaction.

3 DISCLOSURE

3.1 The Company shall disclose in its Annual Report the details of Shareholders holding 5 % or more in the Company.

3.2 Eterna Plc shall disclose in its Corporate Governance Report contained in its Annual Reports:

- a. whether the Company has adopted a code of conduct regarding securities transactions by its Directors;
- b. whether its Directors have complied with, or whether there has been any non-compliance with, the required standard set out in the Listings Rules and in the Company's Security Trading Policy; and
- c. in the event of any non-compliance with the required standard set out in the Listings Rules, the details of such non-compliance and an explanation of the remedial steps taken by the Company to address such non-compliance.

This Policy shall be reviewed as deemed necessary but not later than every five years.