



RAKON LIMITED

SECURITIES TRADING POLICY AND GUIDELINES

This policy applies to all Directors, officers and employees of Rakon Limited and its subsidiaries who intend to trade in Rakon Limited's listed securities. In this policy 'trade' includes buying or selling listed securities, or agreeing to do so, whether as principal or agent, but it does not include subscription for, or the issue of, new securities.

*In addition to this Policy and Guidelines, further more specific and stringent rules also apply to trading in Rakon Limited's securities, by Directors and certain employees (see **Additional Trading Restrictions for Restricted Persons**).*

Introduction and purpose

This document details Rakon Limited's policy on, and rules for in dealing in the following securities (**Restricted Securities**):

- ordinary shares; and
- any other listed securities of Rakon Limited or its subsidiaries, and any listed derivatives (including futures contracts listed on an authorised futures exchange) in respect of Rakon Limited securities from time to time.

The requirements imposed by the policy are separate from, and in addition to, the legal prohibitions on insider trading in New Zealand and any other country where those securities may be listed.

If you do not understand any part of this policy, or how it applies to you, you should raise the matter with the Chief Financial Officer before dealing with any securities covered by this policy.

Fundamental Rule – Insider trading is prohibited at all times

If you possess "material information" (refer to definition below), then **whether or not** you are a Restricted Person you must not:

- trade Restricted Securities;
- advise or encourage others to trade, or hold any Restricted Securities; or
- pass on the material information to others, except as required (to and from employees, officers and directors) in the normal course of employment for the management and governance of the business.

The prohibitions apply regardless of how you learn of the information, and regardless of why you are trading.

The prohibition on insider trading applies not only to information concerning Rakon Limited's securities. If a person has material information in relation to listed securities of another issuer (including futures contracts listed on an authorised futures exchange) over listed securities, that person must not trade in those securities.

Insider trading laws

If you have any **material information**, it is illegal for you to:

- trade Rakon Limited's listed securities;

- advise or encourage another person to trade or hold Rakon Limited’s listed securities;
- advise or encourage a person to advise or encourage another person to trade or hold Rakon Limited’s listed securities; or
- pass on the **material information** to anyone else — including colleagues, family or friends — knowing (or where you ought to have known) that the other person will use that information to trade, continue to hold, or advise or encourage someone else to trade, or hold, Rakon Limited’s listed securities.

This offence, called “insider trading”, can subject you to criminal liability including large fines and/or imprisonment, and civil liability, which may include being sued by another party or Rakon Limited, for any loss suffered as a result of illegal trading.

Confidential information

In addition to the above, you also have a duty of confidentiality to Rakon Limited. You must not reveal any confidential information concerning Rakon Limited to a third party (unless that third party has signed a confidentiality agreement with Rakon Limited and you have been authorised to disclose the confidential information), or to use confidential information in any way which may injure or cause loss to Rakon Limited, or use confidential information to gain an advantage for yourself. You should ensure that external advisers keep Rakon Limited information confidential.

What is “material information”?

“Material information” is information that:

- is not generally available to the market; and
- if it were generally available to the market, would have a material effect on the price of Rakon Limited’s listed securities.

Information is generally available to the market if it has been released as an NZX announcement, or investors that commonly invest in Rakon Limited’s listed securities can readily obtain the information (whether by observation, use of expertise, purchase or other means).

It does not matter how you come to know the material information (including whether you learn it in the course of carrying out your responsibilities, or in passing in the corridor, or in a lift, or at a social function).

Information includes rumours, matters of suppositions, intentions of a person (including Rakon Limited), and information, which is insufficiently definite to warrant disclosure to the public.

What are some examples of material information?

The following list is illustrative only. Material information could include information concerning:

- the financial performance (forecast or expectation) of Rakon Limited;
- a possible change in the strategic direction of the Rakon Limited;
- the introduction of an important new product or service;
- a possible acquisition or sale of any assets or company by Rakon Limited;
- entry into or the likely entry into or termination or likely termination of material contracts or other business arrangements which are not publicly known;
- a possible change in Rakon Limited’s capital structure;

- a change in the historical pattern of dividends;
- senior management changes;
- a material legal claim by or against the Rakon Limited or
- any other unexpected liability,

which has not been released to the market.

Exceptions

This policy does not apply to trading in shares as a result of:

- acquisitions and disposals by gift or inheritance;
- acquisitions through an issue of new listed securities, such as an issue of new shares on the exercise of options, under a rights issue, or a dividend reinvestment plan.

Short term trading discouraged

You should not engage in short term trading (the buying or selling of listed securities within a 6 month period), unless there are exceptional circumstances discussed with and approved by Chief Financial Officer.

Short term trading can be a key indicator of insider trading, particularly if undertaken on a regular basis or in large amounts. Therefore, to reduce the risk of an allegation of insider trading, do not trade listed securities on a short-term basis.

If in doubt, don't

The rules contained in this policy do not replace your legal obligations. The boundary between what is (and is not) in breach of the law is not always clear. Sometimes behaviour that you consider to be ethical actually may be insider trading. If in doubt, don't.

Breaches of policy

Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

Monitoring of trading

Rakon Limited may monitor the trading of directors and employees as part of the administration of this policy.

Application of policy

The Board of Rakon Limited has approved this policy. The Board may approve updates, amendments to and exemptions to this policy from time to time, which may be implemented by written notice to you.

To the extent of any inconsistency with any previous policy or rules relating to this subject matter, this policy prevails over them.

15 December 2008

Rakon Limited

ADDITIONAL TRADING RESTRICTIONS FOR RESTRICTED PERSONS

Persons covered by Restricted Securities Trading Restrictions

The additional trading restrictions set out below apply to:

- all Directors;
- the Chief Executive and all senior officers (all Chief Executive direct reports);
- trusts and companies controlled by such persons; and
- anyone else notified by the Chief Financial Officer from time to time.

Persons covered by these additional restrictions are called "**Restricted Persons**". Employees and directors will be considered responsible for the actions of trusts and companies controlled by them. In this respect, "control" is not to be construed in a technical way but by looking at how decisions are made in practice.

Additional trading restrictions for Restricted Persons (trading window)

Restricted Persons are prohibited from trading in any Restricted Securities except:

1. In the 60 days commencing on the first trading day after:
 - release of half-year results to NZX;
 - release of full-year results to NZX; and
 - release of a prospectus for a general public offer of the same class of Restricted Securities,
2. In the 30 days commencing following the release of earnings guidance or material information to the NZX provided the CFO gives that the Board has designated an additional trading window.

Restricted Persons are not permitted to trade any Restricted Securities during any other period unless Rakon Limited's Board provides a specific exemption.

Please note that if you hold material information you must not trade Restricted Securities at any time – regardless of these periods.

Requirements before trading

Before trading in Restricted Securities, at any time, Restricted Persons must, in writing:

- notify Rakon Limited's Chief Financial Officer of their intention to trade in securities, and seek consent to do so (using the Request for consent to Trade in Listed Securities form attached);
- confirm that they do not hold material information, and
- confirm that there is no known reason to prohibit trading in any Restricted Securities.

A consent is only valid for a period of 15 trading days after notification. A consent is automatically deemed to be withdrawn if the person becomes aware of material information prior to trading.

Requirements after trading

A Restricted Person must advise Chief Financial Officer promptly following completion of any trade, and (if applicable) the Restricted Person must comply with any disclosure obligations it has under the Securities Markets (Disclosure of Relevant Interests by Directors and Officers) Regulations.



Rakon Limited

REQUEST FOR CONSENT TO TRADE IN LISTED SECURITIES

To: Chief Financial Officer, Rakon Limited

In accordance with Rakon Limited's Securities Trading Policy and Guidelines, Additional Trading Restrictions for Restricted Persons, I request Rakon Limited's consent be given to the following proposed transaction to be undertaken either by me or persons associated with me, within 15 days of approval being given. I acknowledge Rakon Limited is not advising or encouraging me to trade or hold securities and does not provide any securities recommendation.

Name:

Name of registered holder transacting (if different):

Address:

Position:

Description and number of securities:

Type of proposed transaction: Purchase/sale/other(specify)

To be transacted: On NZX/off-market trade/other (specify)

Likely date of transaction (on or about):

I declare that I do not hold information which:

- is not generally available to the market; and
- would have a material effect on the price of Rakon Limited's listed securities if it were generally available to the market

I know of no reason to prohibit me from trading in Rakon Limited's listed securities and certify that the details given above are complete, true and correct.

Signature

Date

Rakon Limited hereby **consents/ does not consent** to the proposed transaction described above. Any consent is conditional on the proposed transaction being completed within 15 trading days of the date of this consent, and in compliance with Rakon Limited's Securities Trading Policy and Guidelines and Additional Trading Restrictions for Restricted Persons.

Name

on behalf of Rakon Limited

Date