

ARBORGEN HOLDINGS LIMITED (THE COMPANY)

This policy applies to directors, officers, employees, contractors, secondees, consultants or advisers of ArborGen and any of its subsidiaries (each an **ArborGen Person**, and together, the **ArborGen Personnel**). It also applies to family members or other persons acting on the direction or recommendation of an ArborGen Person, as well as trusts, companies and other entities controlled by an ArborGen Person.

Insider trading is a serious civil and criminal offence with penalties that include imprisonment. It's important that all ArborGen Personnel understand the law and the Company's policy in relation to insider trading.

In addition to the fundamental rule prohibiting insider trading applicable to all ArborGen Personnel, further specific rules apply to trading in Company Securities by directors and certain employees as set out at section 4 and 5 below.

1. INTRODUCTION AND PURPOSE

Insider trading is regulated in New Zealand by the Financial Markets Conduct Act 2013 (the **Insider Trading Legislation**).

This policy has been adopted by ArborGen to regulate securities trading by ArborGen Personnel, having regard to the Insider Trading Legislation and the Company's obligations under the NZX Corporate Governance Code. The requirements imposed by this policy are separate from, and in addition to, the legal prohibitions on insider trading in New Zealand and any other country.

The basic principle of the Insider Trading Legislation is that persons who have "material information" relating to securities in a listed company are prohibited from trading in securities of that listed company in which they have an interest, or tipping others off to do so, before that information is generally available to the market.

2. DEFINITIONS

For the purposes of this policy:

Company Securities includes:

- any ArborGen financial products quoted on the NZX, including ArborGen's ordinary shares; and
- any other securities of ArborGen or its subsidiaries, and any options or derivatives (including futures contracts listed on an authorised futures exchange) created over or in respect of any securities of ArborGen or its subsidiaries.

Material Information is, in relation to ArborGen, information that:

- is not generally available to the market; and
- if it were available to the market, a reasonable person would expect that information to have a material effect on the price of the quoted Company Securities.

“Information” includes rumours, matters of supposition, intentions (or likely intentions) of a person, including ArborGen, and information which is insufficiently definite to warrant disclosure to the public. It does not matter how ArborGen Personnel come to know the information, including whether it is learnt in the course of carrying out responsibilities, in passing in the corridor, in a lift or at a social function.

Information is “generally available” if it has been released as an NZX announcement, and a reasonable period of time has elapsed for the information to be dispersed among investors that commonly invest in Company Securities. Information can also be considered “generally available” where those who commonly invest in the Company’s Securities can readily obtain the information (whether by observation, use of expertise, purchase or other means).

While there can be no definitive list of the type of information that is Material Information, some examples of information that is likely to be material are set out in Schedule 1. ArborGen recommends that a conservative approach be taken generally to the assessment of whether information held is Material Information. If there is any doubt, please contact the Chief Executive Officer or the Chairperson of the Board.

Restricted Persons are:

- any director of ArborGen Holdings Limited;
- the Chief Executive Officer, all senior managers (being those people who report to the CEO) and their direct reports and administrative staff; and
- Legal, Finance and any other ArborGen Personnel notified by the Chairperson of the Board from time to time.

Restricted Persons who leave the ArborGen group will remain subject to this policy, and will be deemed to remain Restricted Persons, for a period of six months after ceasing to hold office with ArborGen.

trade includes buying or selling Company Securities, or agreeing to do so, whether as principal or agent, but does not include acquisition or disposal of Company Securities by inheritance or gift (but will include subsequent trades).

3. GENERAL PRINCIPLES

Prohibition on insider trading

ArborGen Personnel who have Material Information must not, under any circumstances:

- trade the affected Company Securities;
- advise, induce or encourage others to trade or hold those Company Securities; or

- directly or indirectly pass on the Material Information to anyone else knowing (or having ought to have known) that the other person will use that information to trade or hold or advise or encourage someone else to trade or hold, any of those Company Securities.

It is important to note that the legal prohibition on insider trading applies not only to information concerning the Company's Securities. The same prohibition above applies to dealings by ArborGen Personnel in the securities of any other public issuer when that ArborGen Person is in possession of material information in relation to the securities of that issuer.

Transactions in associated products

Where an ArborGen Person is entitled to participate in any equity-based remuneration scheme, that ArborGen Person may not enter into any transaction for any associated product which has the effect of limiting the economic risk of participating in any unvested entitlement that the ArborGen person may be eligible for under that remuneration scheme.

Short term trading is discouraged

ArborGen Personnel should not engage in short term trading of Company Securities unless there are exceptional circumstances discussed with, and approved by, the Chairperson of the Board. The buying and selling of Company Securities within a six-month period will be regarded as a breach of this requirement.

Monitoring of trading

ArborGen may monitor the trading of ArborGen Personnel as part of the administration of this policy.

Consequences of breach

Breaches of this policy are a breach of conditions of employment and may lead to disciplinary actions (including dismissal) as well as potentially serious criminal liability under the Insider Trading Legislation. There are also civil penalties for breach of the insider trading laws. The New Zealand Financial Markets Authority can take cases seeking pecuniary penalties and compensation.

Similar criminal and civil penalties apply in other jurisdictions.

4. ADDITIONAL RESTRICTIONS FOR RESTRICTED PERSONS

Restricted Persons are prohibited from trading in Company Securities during the following "black-out" periods, unless ArborGen's Board grants a specific exemption:

- the period from ArborGen's year-end balance date, until the first trading day after the full-year results are released to NZX;
- the period from ArborGen's half-year balance date, until the first trading day after the half-year results are released to NZX;
- any additional "black-out" period notified by the Chairperson of the Board to Restricted Persons from time to time (without the need for explanation to those affected).

The Board may grant a specific exemption from these restrictions in cases of severe financial hardship (that cannot be satisfied otherwise than by trading Company Securities) or other exceptional circumstances, and any such exemptions shall be in the Board's absolute discretion.

5. CONSENT TO TRADE FOR RESTRICTED PERSONS

Outside of "black-out period", Restricted Persons must notify the Chief Executive Officer of their intent to trade and obtain consent before trading in Company Securities. The Consent to Trade form attached as Schedule 2 must be used, with the Restricted Person confirming in writing that they do not hold Material Information, and there is no known reason to prohibit the trade proposed.

Any consent is valid for only 10 trading days after being notified to a Restricted Person. Consent is deemed invalid or withdrawn automatically if the person becomes aware of Material Information prior to trading.

The approval to trade is at the discretion of the Chief Executive Officer. Consent does not exclude the possibility of either civil or criminal liabilities arising under the Insider Trading Legislation.

6. EXCEPTIONS

This policy does not apply to:

- acquisitions and disposals of Company Securities by gift or inheritance;
- acquisitions or disposals of Company Securities through an issue of new financial products, such as an issue of new shares under a rights issue or under a share purchase plan;
- disposals of Company Securities through accepting a takeover offer made to all shareholders pursuant to the New Zealand Takeovers Code or pursuant to a scheme of arrangement under the Companies Act 1993.

7. DISCLOSURE

A Restricted Person must advise the Chief Executive Officer promptly following completion of any trade and must comply with any disclosure obligations under the NZX Listing Rules and at law, including under the Financial Markets Conduct Act.

8. PERFORMANCE EVALUATION

The Board shall review the Group's performance against this Policy at least annually.

If you have any doubts or questions as to compliance with this policy or the Insider Trading Legislation generally, please contact the Chief Executive Officer.

SCHEDULE 1 - EXAMPLES OF MATERIAL INFORMATION

The following list is illustrative only. Material Information could include information concerning whether in relation to ArborGen or its subsidiaries):

- a) financial performance;
- b) a possible change in the strategic direction;
- c) the introduction of an important new product or service;
- d) a possible acquisition or sale of an assets or company for which the consideration payable or receivable is a significant proportion of the written down value of the Company's consolidated assets;
- e) entry into or the likely entry into a termination or likely termination of material contracts or other business arrangements which are not publicly known;
- f) a possible change in ArborGen's capital structure;
- g) the appointment of a receiver, manager or liquidator in respect of any loan, borrowing or financial products held by ArborGen or its subsidiaries;
- h) senior management changes;
- i) a material legal claim by or against ArborGen or its subsidiaries; or
- j) any other unexpected liability,

in each case, which has not been released to the market.

SCHEDULE 2 - CONSENT FORM

REQUEST FOR CONSENT TO TRADE IN LISTED COMPANY SECURITIES

To: The Chairperson of the Board, ArborGen Holdings Limited

In accordance with ArborGen’s Securities Trading Policy, and as a Restricted Person under that policy, I request consent be given to the following proposed transaction(s) to be undertaken either by me or persons associated with me.

I understand that any consent will lapse within 10 trading days of approval being given. I acknowledge that ArborGen Holdings Limited, is not advising or encouraging me to trade or hold financial products and does not provide any financial products recommendation.

Name:
Name of registered holder transacting (if different):
Address:
Position:
Description and number of financial products:
Type of proposed transaction: Purchase/sale/other (specify)
To be transacted: On NZX/off-market trade/other (specify)
Likely date of transaction:
Reason for proposed transaction (if transaction is to occur during a “blackout period”):

I DECLARE THAT: I do not hold information which is not generally available to the market, and which a reasonable person would expect to have a material effect on the price of ArborGen’s quoted financial products if it were available to the market. I know of no reason to prohibit me from trading in ArborGen’s financial products and certify that the details given above are complete, true and correct.

Signature

Date

ArborGen Holdings Limited hereby [CONSENTS/ DOES NOT CONSENT] to the proposed transaction described above. [Any consent is conditional on the proposed transaction being completed within 10 trading days of the date of this consent, and in compliance with ArborGen’s Securities Trading Policy.]

Signature
On behalf of ArborGen Holdings Limited

Date