**Insider Trading Policy**

A person smiling for a picture

AI-generated content may be incorrect.

**Insider Trading PolicyPeople & Culture Director**

**Purpose**

The purpose of this Insider Trading Policy is to provide guidance regarding compliance with laws and regulations prohibiting Insider Trading in the Company’s Clients’ Securities, and inappropriate disclosure or use of Material Information for financial gain (by any person with inside knowledge about the affairs of our Clients).

**Applicability**

This Policy applies to all Restricted Persons, including:

1. Directors, officers and employees of the Company (and any associated entities, trading names or group companies)

1. Consultants, contractors, suppliers, and others doing business with the Company, including their respective directors, officers, and employees who receive or have access to undisclosed Material Information regarding Clients of the Company

1. Persons who have Material Information relating to Clients of the Company that was acquired from a person in a special relationship with Clients of the Company when the person acquiring the information knew or reasonably ought to have known of that special relationship e once you have completed the overview.

**Definitions**

***“Client”*** means a client of the Company (and includes the plural Clients as the context requires).

***“Company”*** means Scientific Group and its subsidiaries, trading names or entities with shared ownership.

***“Company Personnel”*** means all Directors, officers and employees of the Company.

***“Director”*** means a member of the board of directors of Scientific Group or any of its subsidiaries.

***“Material Information”*** means any information, event or circumstance (including a change in previous information or facts) relating to the business and affairs of Clients of the company that would have a reasonable likelihood to have a significant effect on the market price of a Client’s Securities or be considered important to an investor in making an investment decision regarding the purchase or sale of a Client’s Securities. The determination of whether information is “material” is subjective and requires judgment.

***“Restricted Persons”*** means those persons to whom this policy applies.

***“Securities”*** means (a) ordinary shares, stock options, and any other Securities that a Client may issue from time to time and (b) put or call options or other derivative Securities, the value and characteristics of which, depend, in part or whole, on the value and characteristics of the Client’s Securities.

***“Trading Day”*** means a day on which the Stock Exchange on which any relevant Client is open for trading.

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**Policy**

**A. Trading on Undisclosed Material Information Prohibited**

Restricted Persons shall not directly or indirectly engage in any transaction involving a purchase, sale, gift, loan, or pledge of a Clients’ Securities during any period commencing with the date that the Restricted Person becomes aware of undisclosed Material Information and concluding at the close of trading on any Stock Exchange on the second Trading Day following public disclosure.

**B. Tipping**

Restricted Persons shall not disclose (“tip”) Material Information to any other person (including family members) except on a “need to know basis” in the ordinary course of business.

No Restricted Person shall make recommendations or express opinions on the basis of Material Information as to trading (or not trading) in Securities of a Client with whom we work.

**C. Short Sales**

Restricted Persons are not permitted to sell short or engage in transactions involving options, contracts for differences, or any other form of derivative financial instrument relating to an underlying Security of a Clients or which has come into the individual’s knowledge due to their position in the Company.

**D. Insider Reporting**

Under the terms of this policy, any person defined as a Restricted Person as above who intends to conduct any transactions in a Clients’ Securities shall be required to make a written declaration to the Company of any proposed transactions that could be deemed insider trading prior to doing so. If the information or motive for the trade is not unlawful or prohibited then to the best of its knowledge and belief the Company shall record the proposed transaction in a register of declared transactions and in the event of any enquiry or investigation may share without further notice to the Restricted Persons details of the register and the declarations made.

The absence of a declaration when trading upon appropriate Securities may be deemed to be an act of gross misconduct under the Company’s disciplinary procedures and may lead to serious disciplinary sanction, including potential dismissal without warning or further notice.

**E. Potential Criminal and Civil Liability and Disciplinary Action**

Under the UK Financial Services and Markets Act 2000 (and relevant European and US legislation) there can be both civil and criminal penalties for engaging in insider trading and the purpose of this policy is simply to alert the Restricted Persons identified above of the risks and the procedural safeguards in place to protect the integrity of the Company, its reputation and the integrity and reputation of our Clients.

Please note that the potential criminal and civil liabilities are personal risks assumed by each and every Restricted Person under the legal framework in place and which we as a company cannot restrict or influence. In the event therefore of any question, query, doubt or concern, an open, transparent and timely dialogue with sufficient time to allow the Company to take specialist advice is strongly advised.