

EXECUTIVE SUMMARY

WHAT IS INSIDER TRADING?

Insider trading occurs when an individual (s), who being in possession of confidential and price sensitive information not generally available to the public, utilize such information to buy or sell securities for the benefit of himself/herself, itself. Insider Trading may also occur where a person makes sensitive information available to a 3rd party (either knowingly or unknowingly) who in turn uses it for his or her benefit.

OBJECTIVE OF THE POLICY

The objective of this Policy is to;

- 1. provide insight into the laws and regulations relating to insider trading and reinforce Red Star Express commitment to eschew insider dealing in securities of the Company and its subsidiaries for the benefit of all stakeholders.*
- 2. guide Directors, Officers and employees on pre-clearance/notification procedures to be followed in dealing with the Company's securities.*
- 3. preserve the reputation and integrity of the Company and individuals to which the Policy applies, guaranteeing fairness, transparency and accountability.*

IMPORTANT FACTS TO NOTE

CLOSURE PERIOD- *this is a period of 15 days before the date of any Board Meeting or Audit Committee Meeting to review and approve the accounts and 48 hours after submission of the said accounts to Regulatory authorities.*

Within this period, all persons listed on the Insider List, including members of their families or Trustees may not buy or sell Red Star Express shares.

DISCLOSURE DURING SALE/PURCHASE

Where a Director buys or sell shares during the open window periods, he/she is expected to inform the Company Secretary, who shall inform the Stock Exchange within 48 hours of such transaction.

RED STAR EXPRESS SHARE DEALING POLICY

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A. OBJECTIVE

The objective of this Policy is to;

1. provide insight into the laws and regulations relating to insider trading and reinforce Red Star Express commitment to eschew insider dealing in securities of the Company and its subsidiaries for the benefit of all stakeholders.
2. guide Directors, Officers and employees on pre-clearance/notification procedures to be followed in dealing with the Company's securities.
3. preserve the reputation and integrity of the Company and individuals to which the Policy applies, guaranteeing fairness, transparency and accountability

B. INTRODUCTION

Insider trading occurs when individual (s) who being in possession of some confidential and price sensitive information not generally available to the public, utilize such information to buy or sell securities for the benefit of himself/herself , itself or any person that makes sensitive information available to a 3rd party (either knowingly or unknowingly) who in turn uses it for his or her benefit.

It is a criminal offence to deal in the securities of any listed Company directly or indirectly at any time when in possession of any **unpublished price sensitive information** relating to such securities.

C. APPLICABLE LAWS

The following Laws, Rules and Regulations shall apply, subject to prevailing amendments

- Companies and Allied Matters Act 2004
- Investment and Securities Act 2007
- Securities and Exchange Commission (SEC) Consolidated Rules and Regulations
- The Corporate Governance Policy for Public Commissions
- The NSE Listing Rules (as amended)

D. APPLICATION

The Policy applies to:

- Directors and officers of the Company and their connected persons.
- Company Executives and Management Team (persons discharging managerial responsibilities and their connected persons)
- Employees defined as Insiders by this Policy
- Persons acting as trustees of a Trust
- Members of the Audit Committee
- Persons involved in a professional or business relationship with the Company and any other persons whom the Company secretary may designate because they have access to insider

information concerning the Company; or they may have received insider information from any Company insider.

Persons subject to this Policy are responsible for ensuring compliance by family members, their household and other entities they may exercise voting or investment control.

E. GENERAL RESTRICTIONS

No person(s) listed as an Insider, may directly or indirectly:

1. Buy or sell securities of the Company; save as in accordance with earlier listed laws/regulations.
2. Engage in any other actions designed to take personal advantage of that information.
3. Pass information to others outside the Company – i.e. “tipping”
4. While in possession of price sensitive information yet to be made public, make recommendations or express opinions in respect of the Company or its securities.

F. TRADING WINDOWS

The period prior to declaration of price sensitive information is particularly sensitive for transactions in the Company’s securities. This is due to the fact that the above listed persons often possess unpublished price sensitive information. During this period, no Company insider shall trade in the Company’s securities. They shall not deal in any transaction involving purchase or sale of the Company’s securities.

The closed periods shall include;

- 1) Declaration of financial results (First Quarter, Half year and Annual)
- 2) Declaration of dividend (interim or final)
- 3) Issue of securities either by public offer, rights, bonus etc.
- 4) Any major expansion, plans, execution of new projects, winning new bids, etc.
- 5) Amalgamation, mergers, take-over and buy back
- 6) Disposal of the whole or a substantial part of the undertaking
- 7) Changes in policies, plans or operations of the Company that are likely to materially affect the prices of the securities of the Company
- 8) Any information which if disclosed is likely to materially affect the prices of the security of the Company.

G. CLOSURE PERIOD

This shall be effective from 15days prior to the date of any meeting of the Board or Audit Committee proposed to be held to consider any of the matters referred to above up to 48hrs after the price sensitive information is submitted to the Nigerian Stock Exchange. The trading window shall thereafter be opened.

The Board of Directors shall from time to time designate such other closed periods as circumstance may demand. This will be communicated to all affected persons.

Please note that even when the trading window is open, all Company Insiders are prohibited from trading in the Company’s security while in possession of unpublished price sensitive information.

Any request for exemption on the above must be in writing and must describe the amount and nature of the transactions, including copies of relevant supporting documents.

H. REPORTING OF TRANSACTIONS

All insiders shall immediately notify in writing the Company Secretary of transactions on the securities of the Company conducted on their account on the day the transaction occurred. The Company Secretary shall keep a record of such transactions and notify the Nigerian Stock Exchange within two (2) business days.

I. PENALTIES

All breaches must be reported to the Board of Directors and regulatory authorities.

Failure to comply with provisions of this Policy constitutes an offence and the Board of Directors /Management reserve the right to impose sanctions on person(s) found culpable as the circumstances of each case demands. This is without prejudice to other sanctions that may be applied by regulatory authorities including but not limited to criminal prosecution.

J. GENERAL PROVISIONS

The Company may review and amend this Policy from time to time, such amendment will be communicated to all insiders and copies forwarded to regulatory authorities.

DATED THIS 28th DAY OF JUNE 2016



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MANAGING DIRECTOR/CEO



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COM. SECRETARY

RECEIPT OF RED STAR EXPRESS SHARE DEALING POLICY

Iof.....

hereby acknowledge receipt of soft copy, Red Star Express Share Dealing Policy, stating the guidelines, pre-clearance notifications required when dealing in the Company's shares, as well as fiduciary duty expected of me based on information that comes into my possession by virtue of my position as a Director/staff/contractor.

With my signature hereby appended, I agree to comply with the said rules and regulations, which may be changed or modified as deemed necessary, whenever the need arises.

.....

Signature

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Date