



## **POLICY FOR TRADING IN COMPANY SECURITIES**

Directors, officers and employees who wish to trade in Company securities must first have regard to the statutory provisions of the Corporations Act dealing with insider trading.

Insider trading is the practice of dealing in a company's securities (i.e. shares or options) by a person with some connection with a company (e.g. An employee) in possession of information generally not available to the public, but may be relevant to the value of the company's securities or may influence a person's decision to transact in the company's securities. It may also include the passing on of this information to another. Legally, insider trading is an offence that carries severe penalties including imprisonment.

### **Insider Trading Prohibition**

In summary, directors, officers and employees of the Company must not, whether in their own capacity or as an agent for another, subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any securities (i.e. shares, or options) in the Company, or procure another person to do so:

1. if that director, officer or employee possesses information that a reasonable person would expect to have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities in the Company if the information was generally available.
2. if the director, officer or employee knows or ought reasonably to know, that:
  - (a) the information is not generally available; and
  - (b) if it were generally available, it might have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities in the Company.

### **Blackout Period**

In addition to the prohibitions on insider trading set out in the Corporations Act, the Company requires that directors, officers and employees must not trade in the Company's securities within five trading days immediately preceding the release of the Company's quarterly financial reports ("Blackout Period"), unless the circumstances are exceptional and the procedure for prior written clearance described below has been met.



In addition to the prohibitions on insider trading set out in the Corporations Act, the Company requires that directors, officers and employees must not trade in the Company's securities within any period imposed by the Company from time to time, because the Company is considering matters that would require disclosure to the market but for Listing Rule 3.1A ("Additional Period"), unless the circumstances are exceptional and the procedure for prior written clearance described below has been met. This prohibition is in addition to the Blackout Period. The Blackout Period and the Additional Period are together referred to as a "Prohibited Period" in this policy.

**Exceptional Circumstances When Trading may be Permitted subject to prior written clearance.**

A person may trade in the Company's securities inside a Prohibited Period, subject to obtaining prior written clearance in accordance with the procedure described below, in the following exceptional circumstances:

1. if the person granting the prior written clearance is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and the person seeking clearance is in severe financial hardship;
2. if the person granting the prior written clearance is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and there are other circumstances deemed to be exceptional by the person granting the prior written clearance; or
3. where trading is required for compliance with a court order or court enforceable undertakings or for some other legal or regulatory requirement.

**Procedures for Obtaining Clearance Prior to Trading**

Directors, officers and employees must not trade in the Company's securities during a Prohibited Period at any time, including in the exceptional circumstances referred to above unless the director, officer or employee obtains prior written clearance from:

1. in the case of employees, the Chair or in his absence, the Company Secretary;
2. in the case of a director, the Chair or in his absence, the Chief Executive Officer;
3. in the case of the Chair, the Chief Executive Officer,

each an "Approving Officer").



A request for prior written clearance under this policy should be made in writing.

### **Trading which is not subject to this Policy**

The following trading by directors, officer and employees is excluded from this policy:

1. transfers of securities already held into a superannuation fund or other saving scheme in which the director, officer or employee is a beneficiary;
2. an investment in, or trading in units of, a fund and or other scheme (other than a scheme only investing in the Company's securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
3. where the director, officer or employee is a trustee, trading in the Company's securities by that trust provided the director, officer or employee is not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of a director, officer or employee;
4. undertakings to accept, or acceptance of, a takeover offer;
5. trading under an offer or invitation made to all or most of the security holders such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
6. a disposal of securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement;
7. the exercise (but not the sale of securities following exercise) of an option or right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during the Prohibited Period and the Company has been in an exceptionally long Prohibited Period or the Company has had a number of consecutive Prohibited Periods and the director, officer or employee could not reasonably have been expected to exercise it at a time when free to do so; or
8. trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in the trading policy and where: (a) the director, officer or employee did not enter into the plan or amend the plan during a Prohibited Period; and (b)



the trading plan does not permit the director, officer or employee to exercise any influence or discretion over how, when or whether to trade.

### **Notification**

Directors must disclose details of changes in securities of the Company they hold (directly or indirectly) to the Company Secretary as soon as reasonably possible after the date of the contract to buy and sell the securities ("Contract Date") but in any event:

1. no later than 3 business days after the Contract Date; or
2. if they begin to have or cease to have a substantial shareholding or there is a change in their substantial holding, the business day after the Contract Date.

### **ASX Listing Rule Requirements**

It is a requirement for admission to the official list of ASX, and on-going requirement for listing, that the Company has a policy for trading in company securities.

The Company will give a copy of this policy to ASX for release to the market. The Company will also give any amended version of this policy to ASX when it makes a change to: the periods within which directors, officers and employees are prohibited from trading in the Company's securities; the trading that is excluded from the operation of the policy; or the exceptional circumstances in which directors, officers and employees may be permitted to trade during a Prohibited Period within five business days of the amendments taking effect. The Company will also give this policy to the ASX immediately upon request by the ASX.