

W | A | M *Capital*



ACN 086 587 395

Security Trading Policy

Definitions

ASX	ASX Limited (ACN 008 624 691)
Board	board of Directors
Chairperson	chairperson of the Board
Company	WAM Capital Limited (ACN 086 587 395)
Company Secretary	secretary of the Company
Corporations Act	Corporations Act 2001 (Cth)
Director	director of the Company
Executive	a person (whether or not a Director) involved in the strategic and operational management of the Company and including the Company Secretary and any service providers responsible for strategic or operational management.
Insider Trading Policy	the Company's insider trading policy as set out in section 7 of the Company's Corporate Governance Charter
Listing Rules	the ASX Listing rules as amended from time to time
Shareholder	holder of shares in the Company
Security Trading Policy	the Company's security trading policy as set out in section 1

WAM Capital Limited
(ACN 086 587 395)

I. Security Trading Policy

1.1. Policy

The Board has established the following policy to apply to trading in the Company's securities on ASX. This policy applies to those persons defined below as "*Restricted Persons*" of the Company. Restricted Persons to whom this policy applies must restrict their buying and selling of Company's securities within the Company trading window established by the Security Trading Policy. Any breach of this policy will be regarded as serious and will be subject to appropriate sanctions.

In addition to the requirements of this Security Trading Policy, all Restricted Persons (as defined below) must also comply with the Insider Trading Policy set out in section 7 of the Company's Corporate Governance Charter.

1.2. Executive restrictions on trading

This Security Trading Policy and the restrictions on trading in the Company's securities set out below applies to the following representatives of the Company (**Restricted Persons**):

- (a) the Board;
- (b) directors and company secretary of any subsidiary of the Company;
- (c) any person who is entitled to receive equity performance rights and/or options as part of any equity incentive based scheme of the Company;
- (d) any Executives; and
- (e) the Company Secretary.

Securities are defined in the Corporations Act and include interests in shares, options or debentures in a company or related body corporate, as well as interests in managed investments schemes made available by the company or related body corporate.

The Restricted Persons are to be subject to restrictions on trading in the Company's securities at certain times of the year. Restrictions also apply where any Restricted Person is exposed to inside information in the course of their duties in accordance with the Insider Trading Policy (set out in section 7 of the Company's Corporate Governance Charter).

1.3. Associated parties

Each Restricted Person has a personal responsibility to ensure that his or her "associated parties" (being immediate family (including a spouse (or equivalent) or dependent), family company or trust) complies with the same respective restrictions as apply to Restricted Persons.

1.4. Prohibition on restricted persons dealing in securities

Restricted Persons must not deal in the Company's securities during prohibited periods (closed periods) unless exceptional circumstances apply and written approval is given to a transaction in advance.

As the Company is a listed investment company which will announce its investment updates and Net Tangible Assets (NTA) at least monthly on the ASX, the Board believes the Shareholders are generally fully informed.

Trading blackouts

In addition to the overriding prohibition on dealing when a person is in possession of inside information in accordance with the Insider Trading Policy, Restricted Persons and their associated parties are prohibited (unless otherwise agreed to by the Board) from dealing in securities during each period of 5 business days before the announcement of a dividend or any other capital management initiative that might have a material impact on the share price.

The Company may from time to time designate further periods of time as a prohibited period under this Policy.

For the avoidance of doubt, it is emphasised that Restricted Persons may not deal whilst in the possession of “Inside Information” (see section 7 of the Company’s Corporate Governance Charter).

1.5. Board of Directors’ discretion

The Board has an absolute discretion to place an embargo on Restricted Persons and/or their respective associated parties trading in the Company’s securities at any time.

1.6. Notification rules in relation to dealing in securities

Restricted Persons are required to notify the Company of intended dealings in the Company’s securities, by themselves or their associated parties, prior to such intended dealings. This should be done by written notice to the Company Secretary outlining the:

- (a) name of the Shareholder;
- (b) type of proposed transaction (purchase, sale, etc.); and
- (c) number of securities involved.

The Company Secretary will confer with the Chairperson in relation to any proposed dealing.

The Chairperson and the Company Secretary must keep a written record of any information received from a Restricted Person in connection with this policy and any clearance or refusal to grant clearance given under this policy.

1.7. Directors to notify ASX of shareholding

The Directors are required to complete, or request that the Company Secretary complete, necessary forms to be filed with ASX in respect of their shareholding in the Company for the purposes of section 205G of the Corporations Act and the Listing Rules.

In accordance with Listing Rule 3.19A, a Director of a Company must notify ASX within 5 business days after any change in his or her relevant interest in the Company’s securities.

All Directors have, and new Directors will, enter into a Director disclosure agreement with the Company (as set out in Guidance Note 22 of the Listing Rules). The Company Secretary will maintain records of signed copies of these Directors disclosure agreements.

1.8. Exceptional circumstances

Where, in exceptional circumstances, and it is the only reasonable course of action available to a Restricted Person (e.g. a pressing financial commitment that cannot be satisfied otherwise) clearance may be given for the Restricted Person to sell (but not to purchase) securities in the Company when that person would otherwise be prohibited from doing so. In this section 1.8, “*exceptional circumstances*” means severe financial hardship, a court order (or court enforceable undertaking), or some other overriding legal or regulatory requirement, to transfer or sell securities in the Company, or other circumstances that may be deemed exceptional by the Chairperson. For example, a Restricted Person may be in severe financial hardship if he or she has a pressing financial commitment that cannot otherwise be satisfied.

The Chairperson may not give clearance under the exception in section 1.8 if there is a matter about which there is inside information in relation to securities in the Company (whether or not the Restricted Person knows about the matter) when the Restricted Person requests clearance or proposes to deal in securities in the Company.

The Chairperson or another Director (where the Chairperson is involved) will decide if circumstances are exceptional.

Any clearance given by the Chairperson in accordance with section 1.8 must be in writing (which may be in the form of an email). The Chairperson must determine, and specify in the written clearance, the maximum duration of the clearance.

1.9. Trading not subject to this Security Trading Policy

The following dealings are not subject to the provisions of this Security Trading Policy in respect of the Company:

- (a) undertakings or elections to take up entitlements under a rights issue or other offer (including an offer of securities in lieu of a cash dividend);
- (b) the take up of entitlements under a rights issue or other offer (including an offer of securities in lieu of a cash dividend);
- (c) allowing entitlements to lapse under a rights issue or other offer (including an offer of securities in lieu of a cash dividend);
- (d) the sale of sufficient entitlements to allow take up of the balance of the entitlements under a rights issue;
- (e) undertakings to accept, or the acceptance of, a takeover offer or pursuant to a scheme of arrangement implemented in accordance with section 411 of the Corporations Act;
- (f) transfer of securities arising out of the operation of an employee scheme into a savings scheme investing only in securities of the Company following:
 - (i) the exercise of an option under a savings related share option scheme; or
 - (ii) release of securities from a profit sharing scheme;
- (g) the cancellation or surrender of an option under an employee scheme;

- (h) the purchase of securities or the communication of information pursuant to a requirement imposed by law;
- (i) transfers of securities by an independent trustee of an employee share scheme to a beneficiary who is not a person;
- (j) bona fide gifts to a Director by a third party;
- (k) transfers of securities in the Company already held into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- (l) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the securities of the entity) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (m) where a Restricted Person is a trustee, trading in the securities of the entity by that trust provided the Restricted Person 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 the restricted person; and
- (n) 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.

1.10. Hedging

A Restricted Person must not enter into hedging arrangements with respect to securities in the Company (including any shares, options and rights).

Hedging arrangements include entering into transactions in financial products that operate to limit the economic risk associated with holding securities in the Company.

1.11. Margin loans

A Restricted Person must not include his or her securities in the Company in a margin loan portfolio or otherwise deal in securities in the Company pursuant to a margin lending arrangement without first obtaining the Company's consent. Such dealing would include:

- (a) entering into a margin lending arrangement in respect of securities in the Company;
- (b) transferring securities in the Company into an existing margin loan account; and
- (c) selling securities in the Company to satisfy a call pursuant to a margin loan.

The Company may, at its discretion, make any clearance granted in accordance with this Clause 1.11 conditional upon such terms and conditions as the Company sees fit (for example, in regards to the circumstances in which the securities in the Company may be sold to satisfy a margin call).