



## **CORPORATE GOVERNANCE POLICIES**

### **SHARE TRADING POLICY**

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#### **Purpose**

This share trading policy sets out the Company's policy regarding the trading in Company securities, which includes shares, options, warrants, debentures and any other security on issue from time to time. This policy is separate from and additional to the legal constraints imposed by the common law, the Corporations Act and ASX Listing Rules.

This policy applies to all Directors, Key Management Personnel and other employees of the Company and their associates (including spouses, children, family trusts and family companies) as well as contractors, consultants, advisers and auditors of the Company ("designated officers").

#### **Requirements**

It is illegal to trade in the Company's securities while in possession of unpublished price sensitive information concerning the Company. Under the Corporations Act a person with inside information must not, and must not procure another person, to deal in the securities of a body corporate or enter into an agreement to deal in the securities of a body corporate. Inside information is defined in the Corporations Act as information that:

- is not generally available; and
- if generally available, a reasonable person would expect it to have a material effect on the price or value of the securities of the body corporate.

#### **General Prohibition on Insider Trading**

All designated officers are prohibited from trading in the Company's securities while in the possession of unpublished price sensitive information concerning the company. In addition, while in possession of unpublished price sensitive information designated officers must not advise others to trade in the Company's securities or communicate the information to another person knowing that the person may use the information to trade in, or procure someone else to trade in, the Company's securities.

Unpublished price sensitive information is information regarding the Company, of which the market is not aware and that a reasonable person would expect to have a material effect on the price or value of the Company's securities, and includes:

- a proposed major acquisition or disposition;
- a significant business development or a proposed change in the nature of the Company's business;
- details of material contracts that are being negotiated by the Company;
- potential litigation that would have a substantial effect on the Company;



- a proposed change in the share capital structure of the Company;
- a proposed change in the Company's dividend policy; and
- a major change to the Board or senior management.

### **Restrictions on Trading**

All parties to which this Share Trading Policy applies are prohibited to trade in the Company's securities at any time when they are in possession of any unpublished price sensitive information or potentially price sensitive information.

The closed trading period to which this Share Trading Policy applies are and periods where parties are in possession of any unpublished price sensitive information and Listing Rule 3.1A is in operation and any other period communicated by the Board from time to time ("Closed Period").

The Closed period extends to, but is not limited to, the following:

#### Closed Periods - Directors and Employees

Directors and employees must also not deal in the Company's securities during the week immediately before and 24 hours after;

- the release of the Company's half-yearly or yearly results;
- the release of the Company's quarterly results; or
- the Annual General Meeting.

#### Closed Periods - Directors and Senior Management

Directors and senior management must also not deal in the Company's securities during the week immediately before and 24 hours after;

- the date of the Board meeting for the approval of the Company's interim or annual results; or
- the deadline for the Company to publish its annual results announcement.

If any party the subject to this Share Trading Policy is in any doubt as to the possession of price sensitive information or potentially price sensitive information they are required to seek permission from the Managing Director of the Company (or in the case of the Managing Director, the Chairman) prior to trading in the Company's securities.

Should the application of this Share Trading Policy conflict with the Corporations Act 2001 in any way, the Corporations Act 2001 will prevail.

### **Additional Restrictions on Short-Term Trading**

The Company encourages Directors and employees to adopt a long-term attitude to their investment in the Company's securities. Consequently, Directors and employees may not engage in short-term or speculative trading of the Company's securities.

### **Permission to Trade**

Directors, Key Management Personnel and other employees of the Company and their associates (including spouses, children, family trusts and family companies) as well as contractors, consultants, advisers and auditors of the Company ("designated officers") may trade in the Company's securities at other times so long as they are not in possession of any unpublished price sensitive information and fulfil the notification requirements contained in this policy.

The above parties may also trade in the Company's securities in the following circumstances:

- the Managing Director (or in the case of the Managing Director, another Director) approves the trade by a Director upon the director or Company Secretary satisfying the Managing Director that they do not possess unpublished price sensitive information about the company and a failure to trade in the company's securities would result in exceptional circumstances such as financial hardship;
- the Managing Director approves the trade by an employee upon the employee satisfying the Managing Director that they do not possess unpublished price sensitive information about the company and a failure to trade in the Company's securities would result in exceptional circumstances such as financial hardship;
- trade in a managed securities portfolio where the person is not in a position to influence choices in the portfolio; and
- where the trade results from a dividend reinvestment plan where the person has given ongoing instructions to reinvest dividends.

The policy does not apply to any acquisition of securities as part of:

- A new issue where the issue is available pro rata to all holders of securities of the relevant class.
- A dividend reinvestment plan available to all shareholder.
- An issue of securities under an executive or employee share, option or rights plan.

### **Exceptions**

Should any party, the subject of this Share Trading Policy, wish to trade during a Closed Period, they must submit a written request to the Board and satisfy the Board that exceptional circumstances exist and a failure to trade in the company's securities would result in exceptional circumstances such as financial hardship.

Any request for permission to trade in during a Closed Period will be assessed by the full Board (or in the case of the Managing Director, the balance of the Board) on a case by case basis.



A Board resolution in response to the applicant's written request to trade within a Closed Period is to be executed and kept in the Company's corporate volume, and where granted, written approval provided to the applicant.

### **Other Exceptions**

#### **Severe financial hardship or exceptional circumstances**

The determination of whether a Key Management Personnel is in severe financial hardship will be made by the Managing Director (or in the case of the Managing Director by all other members of the Board).

A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

#### **Financial hardship**

Key Management Personnel may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.

In the interests of an expedient and informed determination by the Managing Director (or all other members of the Board as the context requires), any application for an exemption allowing the sale of Company securities in a Closed Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

#### **Exceptional circumstances**

Exceptional circumstances may apply to the disposal of Company securities by a Key Management Personnel if the person is required by a court order, a court enforceable undertaking for example in a bona fide family settlement, to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.

Any application for an exemption allowing the sale of Company securities in a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.



## **Notification of Proposed Trade in Company Securities**

### **Chairman**

Prior to trading in (either buying or selling) the Company's securities, the Chairman must notify the Managing Director of his/her intention to trade and confirm that he/she is not in possession of any unpublished price sensitive information.

### **Directors**

Prior to trading in (either buying or selling) the Company's securities, Directors must notify the Chairman of their intention to trade and confirm that they are not in possession of any unpublished price sensitive information.

### **Employees**

Prior to trading in (either buying or selling) the Company's securities, employees must notify the Chairman of their intention to trade and confirm that they are not in possession of any unpublished price sensitive information.

The requirement to provide notice of an intention to trade in the Company's securities does not apply to the acquisition of securities through Director, officer or employee share or option plans. However, the requirement does apply to the trading of the securities once they have been acquired.

## **Notification of Trade in Company Securities**

Directors must also notify the Company Secretary of any trade in the Company's securities as soon as practicable, but not later than 5 business days of such trade occurring so that the Company Secretaries can comply with the ASX Listing Rule 3.19A requirement to notify the ASX of any change in a notifiable interest held by a Director.

Where a Director is granted permission to trade within a Closed Period, the notification to ASX must state whether the trade was made during a Closed Period where prior written approval is required and the date on which that written approval was provided - prior to the trade occurring.

The Company Secretary will maintain a register of all trades and holdings in Company securities by Directors.

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Current version dated 10 July 2018.